ENTEGRIS INC
Form 10-K
February 24, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)

x **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the fiscal year ended December 31, 2011

or

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from to

Commission File Number 001-32598

ENTEGRIS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**41-1941551**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

129 Concord Road, Billerica, Massachusetts 01821

(Address of principal executive offices and zip code)

(978) 436-6500

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of Exchange on which Registered
Common Stock, $0.01 Par Value	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act. x Yes ¨ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. ¨ Yes x No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (Check one):

Large Accelerated Filer x	Accelerated Filer ¨
Non-Accelerated Filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The aggregate market value of voting stock held by non-affiliates of the registrant, based on the last sale price of the Common Stock on July 1, 2011, the last business day of registrant s most recently completed second fiscal quarter, was $1,396,000,000. Shares held by each officer and director of the registrant and by each person who owned 10 percent or more of the outstanding Common Stock have been excluded from this computation in that such persons may be deemed to be affiliates of the registrant. This determination of affiliate status for this purpose is not necessarily a conclusive determination for other purposes.

As of February 9, 2012, 136,112,160 shares of the registrant s Common Stock were outstanding.

Documents Incorporated by Reference

Portions of the registrant s Definitive Proxy Statement for its 2012 Annual Meeting of Stockholders scheduled to be held on May 2, 2012, or the 2012 Proxy Statement, which will be filed with the Securities and Exchange Commission, or SEC, not later than 120 days after December 31, 2011, are incorporated by reference into Part III of this Annual Report on Form 10-K. With the exception of the portions of the 2012 Proxy Statement expressly incorporated into this Annual Report on Form 10-K by reference, such document shall not be deemed filed as part of this Annual Report on Form 10-K.

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ENTEGRIS, INC.

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PART I

Item 1. Business.

THE COMPANY

Entegris is a worldwide developer, manufacturer and supplier of products and materials used in processing and manufacturing in the semiconductor and other high-technology industries. For the semiconductor industry, our products maintain the purity and integrity of critical materials used by the semiconductor manufacturing process. For other high-technology applications, our products and materials are used to manufacture flat panel displays, light emitting diodes or LEDs , high-purity chemicals, photoresists, fuel cells, solar cells, gas lasers, optical and magnetic storage devices, fiber optic cables and critical components for aerospace, glass manufacturing and biomedical applications. We sell our products worldwide through a direct sales force and through selected distributors.

The Company was incorporated in Delaware in March 2005 in connection with a strategic merger of equals transaction between Entegris, Inc., a Minnesota corporation (Entegris Minnesota), and Mykrolis Corporation, a Delaware corporation (Mykrolis). See OUR HISTORY below. On August 11, 2008, we acquired Poco Graphite, Inc. (Poco Graphite), a privately held company based in Decatur, Texas. The addition of Poco Graphite both augmented our base of business in the semiconductor industry and expanded our materials science capabilities to include graphite and silicon carbide and added a consumable product line made from those materials to our portfolio of products.

We offer a diverse product portfolio that includes more than 17,000 standard and customized products that we believe provide the most comprehensive offering of products and services to maintain the purity and integrity of critical materials used by the semiconductor and other high-technology industries. Our products include both unit driven and capital expense driven products. Unit-driven and consumable products are consumed or exhausted during the customer s manufacturing process and rely on the level of semiconductor and other manufacturing activity to drive growth. Capital expense driven products rely on the expansion of manufacturing capacity to drive growth. Our unit-driven and consumable product class includes membrane-based liquid filters and housings, metal-based gas filters, resin-based gas purifiers, wafer shippers, disk-shipping containers and test assembly and packaging products and consumable graphite and silicon carbide components used in plasma etch, ion implant and chemical vapor deposition (CVD) processes in semiconductor manufacturing. Our capital expense-driven products include our components, systems and subsystems that use electro-mechanical, pressure differential and related technologies, to permit semiconductor and other electronics manufacturers to monitor and control the flow and condition of process liquids used in these manufacturing processes, and our process carriers that protect the integrity of in-process wafers. Unit-driven and consumable products, including service revenue, accounted for approximately 63%, 63%, and 70% of our net sales for fiscal years 2011, 2010 and 2009, respectively, and capital expense-driven products accounted for approximately 37%, 37% and 30% of our net sales for the fiscal years 2011, 2010 and 2009, respectively.

Our Internet address is *www.entegris.com*. On this web site, under the Investors Financial Information SEC Filings section, we post the following filings as soon as reasonably practicable after they are electronically filed with, or furnished to, the U.S. Securities and Exchange Commission (SEC): our annual, quarterly, and current reports on Forms 10-K, 10-Q, and 8-K; our proxy statements; and any amendments to those reports or statements. All such filings are available on our web site free of charge. The SEC also maintains a web site (*www.sec.gov*) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The content on our website, and any other website, as referred to in this Form 10-K is not incorporated by reference into this Form 10-K unless expressly noted.

SEMICONDUCTOR INDUSTRY BACKGROUND

Semiconductors, or integrated circuits, are the building blocks of today s electronics and the backbone of the information age. The market for semiconductors has grown significantly over past decades. This trend is

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expected to continue due to increased usage of and reliance on the Internet through expanding channels, and the continuing demand for applications in data processing, wireless communications, broadband infrastructure, personal computers, handheld electronic devices and other consumer electronics.

The manufacture of semiconductors is a highly complex process that consists of two principal segments: front-end processes and back-end processes. The front-end process begins with the delivery of raw silicon wafers from wafer manufacturers to semiconductor manufacturers and requires hundreds of highly complex and sensitive manufacturing steps, during which a variety of materials, including chemicals, gases and metals are repeatedly applied to the silicon wafer to build the integrated circuits on the wafer surface. We offer products, such as liquid and gas filters and purifiers, fluid and gas handling components and wafer shippers and process carriers, to purify these materials and to support each of the primary front-end process steps, which are listed below, as well as products to transport in-process wafers between each of these steps.

Deposition. Deposition refers to placing layers of insulating or conductive materials on a wafer surface in thin films that make up the circuit elements of semiconductor devices. The two main deposition processes are physical vapor deposition, where a thin film is deposited on a wafer surface in a low-pressure gas environment, and CVD, where a thin film is deposited on a wafer surface using a gas medium and a chemical bonding process. In addition, electro-plating technology is utilized for the deposition of low resistance conductive materials such as copper. The control of uniformity and thickness of these films through our filtration and purification products, which purify the fluids and materials used during the process and is critical to the performance of the semiconductor circuit and, consequently, the manufacturing yield. In addition, our graphite chamber liners and shower heads are critical expendable components used in the CVD chamber.

Chemical Mechanical Planarization (CMP). CMP flattens, or planarizes, the topography of the surface of the wafer after deposition to permit the patterning of small features on the resulting smooth surface by the photolithography process. Semiconductor manufacturers need our filtration and purification systems to filter the liquid slurries, which are solutions containing abrasive particles in a chemical mixture, to remove oversized particles and contaminants that can cause defects on a wafer s surface, while not affecting the functioning of the abrasive particles in the liquid slurries. Our filtration and purification systems thus enable semiconductor manufacturers to maintain acceptable manufacturing yields through the CMP process. In addition, manufacturers use our consumable polyvinyl alcohol (PVA) roller brushes to clean the wafer after completion of the CMP process to prepare the wafer for subsequent operations.

Photolithography. Photolithography is the process step that defines the patterns of the circuits to be built on the chip. Before photolithography, a wafer is pre-coated with photoresist, a light-sensitive film composed of ultra-high purity chemicals in liquid form. The photoresist is exposed to specific forms of radiation, such as ultraviolet light, electrons or x-rays, to form patterns that eventually become the circuitry on the chip. This process is repeated many times, using different patterns and interconnects between layers to form the complex, multi-layer circuitry on a semiconductor chip. As device geometries decrease and wafer sizes increase, it is even more critical that these photoresists are dispensed onto the chip with accurate thickness and uniformity, as well as with low levels of contamination, and that the process gases are free of micro-contamination so that manufacturers can achieve acceptable yields in the manufacturing process. Our liquid filtration and liquid dispense systems play a critical role in assuring the pure, accurate and uniform dispense of photoresists onto the wafer. In addition, our gas micro-contamination systems eliminate airborne amine contaminants that can disrupt effective photolithography processes.

Etch and Resist Strip. Etch is the process of selectively removing precise areas of thin films that have been deposited on the surface of a wafer. The hardened photoresist protects the remaining material that makes up the circuits. During etch, specific areas of the film not covered by photoresist are removed to leave a desired circuit pattern. Similarly, resist strip is a process of removing the photoresist material from the wafer after the desired pattern has been etched on the wafer. Emerging advanced etch and resist strip applications require precisely

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controlled gas chemistries and flow rates in order to achieve precise etch and resist strip characteristics. Our gas filters and purifiers help assure the purity of these process gas streams, and our consumable graphite components deliver, baffle and confine these process gases during the etch process.

Ion Implant. Ion implantation provides a means for introducing impurities into the silicon crystal, typically into selected areas defined by the photolithographic process. This selective implanting of ions into defined areas creates electrically conductive areas that form the transistors of the integrated circuits. Ion implanters have the ability to implant selected elements into the silicon wafers at precise locations and depths by bombarding the silicon surface with a precisely controlled beam of electrically charged ions of specific atomic mass and energy. These ions are embedded into the silicon crystal structure, changing the electrical properties of the silicon. The precision of ion implantation techniques permits customers to achieve the necessary control of this doping process to construct up to 500 billion transistors of uniform characteristics on a 300mm wafer. Since these transistors are the starting point of all subsequent process steps, repeatability, uniformity and yield are extremely important. Our consumable graphite components as well as our proprietary low temperature plasma coating process for core components are critical elements of ion implantation equipment.

Wet Cleaning. Ultra-high purity chemicals and photoresists of precise composition are used to clean the wafers, to pattern circuit images and to remove photoresists after etch. Before processes such as photoresist coating, thin film deposition, ion implantation, diffusion and oxidation, and after processes such as ion implantation and etch, the photoresists must be stripped off, and the wafer cleaned in multiple steps of chemical processes. To maintain manufacturing yields and avoid defective products, these chemicals must be maintained at very high purity levels without the presence of foreign material such as particles, ions or organic contaminants. Our liquid filters and purifiers are used to assure the purity of these chemicals.

Our wafer and reticle carriers are high-purity micro-environments which carry wafers between each of the above process steps, protecting them from damage and contamination during these transport operations. Our fluid handling components assure the delivery of pure liquid chemicals to each of these process steps. Front-end wafer processing can involve hundreds of steps and take several weeks. As a result, a batch of 25 fully processed wafers, the standard number of wafers that can be transported in one of our 200 mm and 300 mm products, can be worth several million dollars. Since significant value is added to the wafer during each successive manufacturing step, it is essential that the wafer be handled carefully and precisely to minimize damage. Thus, in the case of wafer carriers, precise wafer positioning, highly reliable and predictable cassette interface dimensions and advanced materials are crucial. The failure to prevent damage to wafers can severely impact integrated circuit performance, render an integrated circuit inoperable or disrupt manufacturing operations. Our products enable semiconductor manufacturers to: minimize contamination (semiconductor processing is now so sensitive that ionic contamination in certain processing chemicals is measured in parts per trillion); protect semiconductor devices from electrostatic discharge and shock; avoid process interruptions; prevent damage or abrasion to wafers and materials during automated processing caused by contact with other materials or equipment; prevent damage due to abrasion or vibration of work-in-process and finished goods during transportation to and from customer and supplier facilities; and eliminate the dangers associated with handling toxic chemicals.

Once the front-end manufacturing process is completed, finished wafers are transferred to back-end manufacturers or assemblers. The back-end semiconductor manufacturing process consists of test, assembly and packaging of finished wafers into integrated circuits. Our wafer shippers, wafer and reticle carriers and integrated circuit trays facilitate the storage, transport, processing and protection of wafers through these front-end and back-end manufacturing steps.

Semiconductor manufacturing has become increasingly complex in recent years as new technologies have been introduced to enhance device performance and as larger wafer sizes have been introduced to increase production efficiencies. This increasing complexity of semiconductor devices has resulted in a number of challenges including the need for more complex, higher-precision liquid and gas delivery, measurement, control and purification systems and subsystems in the front-end manufacturing processes in order to improve

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time-to-market, reduce manufacturing costs, improve production quality and enhance product reliability. To address these challenges, semiconductor equipment companies and device manufacturers are outsourcing the design and manufacture of liquid delivery, measurement, control and purification systems, subsystems, components, and consumables to us and to other well-established subsystem and component companies that have worldwide presence and leading technologies. The design and performance of those liquid delivery systems, subsystems, components and consumables are critical to the front-end semiconductor manufacturing process because they directly affect cost of ownership and manufacturing yields. We continually seek opportunities to work with our customers to address these challenges.

Also in response to these challenges and to achieve continued productivity gains, semiconductor manufacturers have become increasingly focused on materials management solutions that enable them to safely store, handle, process and transport critical materials throughout the manufacturing process to minimize the potential for damage or degradation to their materials and to protect their investment in processed wafers. The need for efficient and reliable materials management is particularly important as new materials are introduced. Further processing wafers in higher manufacturing technology nodes, larger wafers and finer line widths is more costly and more complex than for smaller wafer sizes and larger line widths. In addition, new materials and circuit shrinkage create new contamination and material compatibility risks, rendering larger wafers more vulnerable to damage or contamination. We believe that these challenges provide opportunities for our advanced purification, dispense, shipping, transport, process and storage products and systems. We also seek to bring our advanced polymer engineering expertise and advanced tool design capabilities to bear on these challenges to provide our customers with innovative materials-based solutions.

Many of the processes used to manufacture semiconductors are also used to manufacture photovoltaic cells, LEDs, flat panel displays and magnetic storage devices resulting in the need for similar filtration, purification, control and measurement capabilities. We seek to leverage our products and expertise in serving semiconductor applications to address these important market opportunities.

Our Business Strategy

Our objective is to be a leading global provider of innovative products and solutions for purifying, protecting and transporting critical materials used in processing and manufacturing in the semiconductor and other high-technology industries. We intend to build upon our position as a worldwide developer, manufacturer and supplier of liquid delivery systems, components and consumables used by semiconductor and other electronic device manufacturers and upon our expertise in advanced specialty materials to grow our business in these and other high value-added manufacturing process markets. Our strategy includes the following key elements:

Comprehensive and Diverse Product Offerings. The semiconductor manufacturing industry is driven by rapid technological changes and intense competition. We believe that semiconductor manufacturers are seeking process control suppliers who can provide a broad range of reliable, flexible and cost-effective products, as well as the technological and application design expertise necessary to deliver effective solutions. Our comprehensive product offering enables us to meet a broad range of customer needs and provide a single source of flexible product offerings for semiconductor device and capital equipment manufacturers as they seek to consolidate their supplier relationships to a smaller select group. In addition, we believe manufacturers of semiconductor tools are looking to their suppliers for subsystems that provide more integrated functionality and that seamlessly communicate with other equipment. We believe our offering of consumables and equipment, as well as our ability to integrate them, allows us to provide advanced subsystems.

Diversified Revenue Stream. We target a diversified revenue stream by balancing our sales of wafer transport and process carriers as well as component and subsystem equipment products with sales of our unit-driven and consumable products. Our unit-driven and consumable products provide a relatively more stable and recurring source of revenue in this cyclical industry. Our capital expense-driven products, which are generally dependent upon such factors as the construction and expansion of semiconductor manufacturing facilities and the

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retrofitting and renovation of existing semiconductor facilities, position us to benefit from increases in capital spending that are typically more subject to the volatility of industry cycles. In addition, we are applying our products and technologies to adjacent markets such as solar, aerospace, industrial and life science to generate revenue independent of the cyclicality of the semiconductor markets.

Technology Leadership. With the emergence of smaller and more powerful semiconductor devices, and the deployment of new materials and processes to produce them, we believe there is a need for greater materials management within the semiconductor fabrication process. We seek to extend our technology by developing advanced products that address more stringent requirements for greater purification, protection and transport of high value-added materials and for contamination control, fluid delivery and monitoring, and system integration. We have continuously improved our products as our customers needs have evolved. For example, we have developed proprietary materials blends for use in our wafer handling product family that address the contamination concerns of advanced semiconductor processing for below 32 nanometers; we have also developed advanced 300 mm wafer handling products utilizing advanced materials and have been actively developing products for handling 450 mm wafers, the next generation of semiconductor wafers. We have also expanded upon our proprietary two-stage dispense technology with integrated filtration for photoresist delivery, where the photoresist is filtered through one pump and precisely dispensed through a second pump at a different flow rate to reduce defects on wafers.

Strong Customer Base. We have established ongoing relationships with many leading original equipment manufacturers (OEMs) and materials suppliers in our key markets. These industry relationships have provided us with the opportunity for significant collaboration with our customers at the product design stage, which has facilitated our ability to introduce new products and applications that meet our customers needs. For example, we work with our key customers at the pre-design and design stages to identify and respond to their requests for current and future generations of products. We target opportunities to offer new technologies in emerging applications, such as copper plating, chemical mechanical planarization, wet-dry cleaning systems and photolithography. We believe that our large customer base will continue to be an important source of new product development opportunities.

Global Presence. We have established a global infrastructure of design, manufacturing, distribution, service and support facilities to meet the needs of our customers. As semiconductor and other electronic device manufacturers have become increasingly global, they have required that suppliers offer comprehensive local repair and customer support services. In response to this trend we are expanding our operations in Taiwan to provide manufacturing capabilities to support our important customers in the region, we have previously established sales and service offices in China in anticipation of a growing semiconductor manufacturing base in that region and we have transferred customer support and logistics activities to local regions in order to enhance our global customer contact and awareness. We maintain our customer relationships through a combination of direct sales and support personnel and selected independent sales representatives and distributors in Asia, Europe and the Middle East.

Ancillary Markets. We leverage our accumulated expertise in the semiconductor industry by developing products for applications that employ similar production processes that utilize materials integrity management, high-purity fluids and integrated dispense system technologies. Our products are used in manufacturing processes outside of the semiconductor industry, including the manufacturing of flat panel displays, fuel cell components, high-purity chemicals, photoresists, solar cells, gas lasers, optical and magnetic storage devices and fiberoptic cables. We plan to continue to identify and develop products that address materials management and advanced materials processing applications where fluid management plays a critical role. We believe that by utilizing our technology to provide manufacturing solutions across multiple industries, we are able to increase the total available market for our products and reduce, to an extent, our exposure to the cyclicality of any particular market.

Strategic Acquisitions, Partnerships and Related Transactions. We plan to pursue strategic acquisitions and business partnerships that enable us to address gaps in our product offerings, secure new customers, diversify into complementary product markets and broaden our technological capabilities and product offerings. Our

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acquisition of Poco Graphite in August of 2008 is an example of this strategy. Poco Graphite reinforces our presence in the semiconductor industry by providing a group of new products critical to front-end manufacturing processes based on a materials science that we did not previously have in our technology portfolio. Further, as the dynamics of the markets that we serve shift, we will reevaluate the ability of our existing businesses to provide value-added solutions to those markets in a manner that contributes to achieving our objectives; in the event that we conclude that a business is not able to do this, we expect to restructure or replace that business. The sale of our cleaning equipment business in 2008 is an example of this strategy. Finally, we are continuously evaluating opportunities for strategic alliances and joint development efforts with key customers and other industry leaders.

Our Segments

We design, manufacture and market our products through three business segments: **(i)** our contamination control solutions segment, which offers a wide range of products that purify, monitor and deliver critical liquids and gases to the semiconductor manufacturing process and similar manufacturing processes, **(ii)** our microenvironments segment, which offers products to preserve the integrity of wafers, reticles and electronic components at various stages of transport, processing and storage and **(iii)** our specialty materials segment, which offers materials, components and services to a wide range of customers in the semiconductor industry and in adjacent and unrelated industries. Each segment has dedicated manufacturing resources, and is composed of product-focused business units. Each product-focused business segment has its own dedicated marketing and engineering, research and development resources. There follows a detailed description of our three segments:

Contamination Control Solutions

Liquid Filtration Products: Liquid processing occurs during multiple manufacturing steps including photolithography, deposition, planarization and surface etching and cleaning. The fluids that are used include various mixtures of acids, bases, solvents, slurries and photochemicals, which in turn are used over a broad range of operating conditions, including temperatures from 5 degrees Celsius up to 180 degrees Celsius. The design and performance of our liquid filtration and purification products are critical to the semiconductor manufacturing process because they directly affect the manufacturing yield. Specially designed proprietary filters remove sub-micron sized particles and bubbles from the different fluid streams that are used in the manufacturing process. Some of our filters are constructed with ultra-high molecular weight polyethylene flat sheet membranes that offer improved bubble clearance and gel removal to prevent defects in the wafers that occur if these elements are not removed. Our low hold-up volume disposable filters, with flat sheet membranes, use our Connectology technology to allow filter changes in less than a minute, significantly faster than conventional filters, to reduce the amount of expensive chemicals lost each time a filter is changed and to minimize operator exposure to hazardous solvents and vapors during changeout.

Components and Systems. Chemicals spend most of their time in contact with fluid storage and management distribution systems, so it is critical for fluid storage and handling components to resist these chemicals and avoid contributing contaminants to the fluid stream. We offer chemical delivery products that allow the consistent and safe delivery of sophisticated chemicals from the chemical manufacturer to the point-of-use in the semiconductor fab. Most of these products are made from perfluoroalkoxy or PFA, a fluoropolymer resin widely used in the semiconductor industry because of its high purity and inertness to chemicals. The innovative design and reliable performance of our products and systems under the most stringent of process conditions has made us a leader in high-purity fluid transfer products and systems. Both semiconductor manufacturers and semiconductor OEMs use our chemical delivery products and systems. Our comprehensive product line provides our customers with a single-source provider for their chemical storage and management needs throughout the manufacturing process. Our chemical delivery products include valves, fittings, tubing, pipe, chemical containers, custom fabricated products and associated connection systems for high-purity chemical applications.

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Our proprietary photochemical filtration and dispense systems integrate our patented two-stage, filter device and valve control technologies. We believe that we offer the microelectronics industry the only dispense systems with integrated filtration capability and that our proprietary patented two-stage technology has a significant advantage over conventional single-stage technology. Our two-stage technology permits the filtering and dispense functions to operate independently so that filtering and dispensing of photochemicals can occur at different rates, reducing the differential pressure across the filter, conserving expensive photochemicals and resulting in reduced defects in wafers. As described above, we offer a line of proprietary filters specifically designed to efficiently connect with these systems. Our patented digital valve control technology improves chemical uniformity on wafers and improves ease of optimized system operation. In addition, our integrated high-precision liquid dispense systems enable uniform application of photoresists for the spin-coating process, where uniformity is measured in units of Angstroms, a tiny fraction of the thickness of a human hair.

We offer a wide variety of measurement and control products for high-purity and corrosive applications. For electronic measurement and control of liquids, we provide a complete line of pressure and flow measurement and control products as well as all-plastic capacitance sensors for leak detection, valve position, chemical level and other measurements. We also offer mechanical gauge pressure measurement products. In addition, we offer a line of consumable PVA roller brush products to clean the wafer following the chemical mechanical planarization process. Our unique Planarcore PVA roller brush is molded on the core to allow easy installation that reduces tool downtime and a dimensionally stable product that provides consistent wafer-to-wafer cleaning performance.

Gas Filtration Products. Our Wafergard®, ChamberGard and Waferpure® particle and molecular filtration products purify the gas entering the process chamber in order to eliminate system and wafer problems due to particulate, atmospheric and chemical contaminants. These filters are able to retain all particles 0.003 microns and larger. Our metal filters, such as stainless steel and nickel filters, reduce outgassing and improve corrosion resistance. Our Waferpure ® and Aeronex Gatekeeper® purifiers chemically react with and absorb contaminants, such as oxygen and water, to prevent contamination, and our ChamberGard vent diffusers reduce particle contamination and processing cycle times. We offer a wide variety of gas purification products to meet the stringent requirements of semiconductor processing. Our Aeronex Gas Purification Systems contain dual-resin beds, providing a continuous supply of purified gas without process interruption. These gas purification systems are capable of handling higher flow rates and longer duty cycles than cartridge purifiers. Our product line also includes filter housings and hybrid media chemical air filters which purify air entering tool enclosures and remove airborne molecular contaminants.

MICROENVIRONMENTS

Our microenvironment products fall into three sub-categories, wafer and reticle handling products, wafer shipping products and data storage products.

Wafer and Reticle Handling Products. We are a global producer of wafer and reticle handling products. We offer a wide variety of products that hold and position wafers as they travel between each piece of equipment used in the automated semiconductor manufacturing process. These specialized carriers provide precise wafer positioning, wafer protection and highly reliable and predictable cassette interfaces in automated fabs. Semiconductor manufacturers rely on our products to improve yields by protecting wafers from abrasion, degradation and contamination during the manufacturing process. We provide standard and customized products that meet a spectrum of industry standards and customers wafer handling needs including front opening unified pods or FOUPs , wafer transport and process carriers, standard mechanical interface or SMIF pods and work-in-process boxes. To meet our customers varying wafer processing and transport needs, we offer wafer carriers in a variety of materials, including advanced polymeric materials, and in sizes ranging from 100 mm through 300 mm as well as for experimental 450mm wafers.

We are also a global provider of mask and reticle handling products, including reticle SMIF pods for the protection of extremely valuable and contamination-sensitive lithography reticles. Through our Clarilite -branded product offerings, we are providing our customers with leading edge contamination control solutions.

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Wafer Shipping Products. We are a global provider of critical shipping products that preserve the integrity of raw silicon wafers as they are transported from wafer manufacturers to semiconductor manufacturers or finished wafers shipped to back end processors. We lead the market with our extensive, high-volume line of Ultrapak ® and Crystalpak ® products which are supplied to wafer manufacturers in a full range of sizes covering 100, 125, 150 and 200 mm wafers. We also offer a full-pitch, front-opening shipping box, or FOSB, for the transportation and automated interface of 300 mm wafers. We offer a complete shipping system, including both wafer shipping containers as well as secondary packaging that provides another level of protection for wafers. For experimental 450mm wafers, we offer a Single Wafer Shipper and a Multi-Application Carrier.

We currently offer outsourcing programs for wafer and device transportation and protection for both wafer manufacturing and wafer handling products. Our Wafercare ® and DeviceCare SM services include product cleaning, certified re-use services for shipping products, on-site and off-site product maintenance and optimization, and end-of-life recycling for our wafer, device and disk-handling products. Re-use services can be customized depending on the customer s needs to provide product cleaning, logistics, recovery, certification and supply solutions for our products.

Data Storage Products. We provide products and solutions to manage two critical sectors in the data storage market: magnetic disks and the read/write heads used to read and write today s higher density disks. Because both of these hard disk drive components are instrumental in the transition to more powerful storage solutions, we offer products that protect and maintain the integrity of these components during their processing, storage and shipment. Our product offerings for magnetic hard disk drives include process carriers, boxes, packages, tools and shippers for aluminum and other disk substrates. Our optical hard disk drive products include stamper cases, process carriers, boxes and glass master carriers. Our read/write head products include transport trays, carriers, handles, boxes, individual disk substrate packages and accessories.

Rapidly changing packaging strategies for semiconductor applications are creating new materials management challenges for back-end manufacturers. We offer chip and matrix trays as well as carriers for bare die handling and integrated circuits. Our materials management products are compatible with industry standards and available in a wide range of sizes with various feature sets. Our standard trays offer dimensional stability and permanent electrostatic discharge protection. Our trays also offer a number of features including custom designs to minimize die movement and contact; shelves and pedestals to minimize direct die contact, special pocket features to handle various surface finishes to eliminate die sticking; and other features for automated or manual die placement and removal. In addition, we support our product line with a full range of accessories to address specific needs such as static control, cleaning, chip washing and other related requirements.

Specialty Materials

Our specialty materials products fall into two sub-categories, Poco Graphite Products and Specialty Coating Products. These products all provide high-value materials science enabling solutions in the form of materials, components or services that provide corrosion, high temperature, wear and chemical resistance, electrical and thermal conductivity and biocompatibility to a wide range of customers both within the semiconductor industry and in adjacent and unrelated industries.

Poco Graphite Products. These products are made from specialized graphite or silicon carbide. Our Poco Graphite products sold to the semiconductor industry are used for critical components for semiconductor manufacturing equipment at various stages of the semiconductor manufacturing process including CVD, where our expendable graphite chamber liners and shower heads are critical components used in the CVD chamber; dry or plasma etch, where our consumable graphite components deliver, baffle and confine the process gases during the etch process; and ion implant, where our consumable graphite components are critical elements of ion implantation equipment. In addition, our Poco Graphite high-quality graphite is used to make precision consumable electrodes for electrical discharge machining, a non-contact precision thermoelectric machining process for hard and exotic metals and other materials. Poco Graphite also manufactures a number of graphite hot

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glass contact materials for use in the manufacture of glass containers. Finally, Poco Graphite manufactures a number of graphite consumable products for various industrial applications including bushings and thrust washers for aerospace applications, substrates for industrial print heads, components for scan heads in industrial optical applications, cathodes for fuel cells and materials to manufacturers of artificial heart valves for human implantation.

Specialty Coating Products. We offer a variety of high-performance specialty coatings for critical components used in semiconductor and other high-technology manufacturing operations. These components, often in highly complex geometries, are coated by means of a proprietary low-temperature, plasma-assisted CVD process to provide corrosion and abrasion resistance and desired conductivity and hydrophobicity properties. We also provide complex assemblies such as electrostatic chucks for ion implant equipment, where our coatings prevent contamination of the process. Our coatings are also used in other high-technology applications such as aerospace optical components.

Worldwide Applications Development and Field Support Capabilities

We provide strong technical support to our customers through local service groups and engineers consisting of field applications engineers, technical service groups, applications development groups and training capabilities. Our field applications engineers, located in the United States and approximately ten other countries, work directly with our customers on product qualification and process improvements in their facilities. In addition, in response to customer needs for local technical service and fast turnaround time, we maintain regional applications laboratories. Our applications laboratories maintain process equipment that simulate customers applications and industry test standards and provide product evaluation, technical support and complaint resolution for our customers.

Our Customers and Markets

Our major semiconductor customer groups include integrated circuit device manufacturers, OEMs that provide equipment to integrated circuit device manufacturers, gas and chemical manufacturing companies and manufacturers of high-precision electronics.

Our most significant customers based on sales in fiscal 2011 include leading device makers such as Samsung America Inc., ST Micro, Taiwan Semiconductor Manufacturing Co. Ltd. and UMC Group, leading OEM companies such as ASML and Tokyo Electron and leading wafer grower companies such as MEMC, Siltronic AG and SUMCO Oregon Corp. We also sell our products to flat panel display OEMs, materials suppliers and end users. The major manufacturers for flat panel displays and flat panel display equipment are concentrated in Japan, Korea and other parts of Asia.

Our non-semiconductor customers include customers in the solar and life science industries and, for our Poco Graphite products, electrical discharge machining customers, glass container manufacturers, aerospace manufacturers and manufacturers of biomedical implantation devices.

In 2011, 2010 and 2009, net sales to our top ten customers accounted for approximately 29%, 28% and 29%, respectively, of our net sales. During those same periods no single customer accounted for more than 10% of our net sales and international net sales represented in excess of 71% of our net sales each year. Over 2,900 customers purchased products from us during 2011.

We may enter into supply agreements with our customers to govern the conduct of our business with our customers, including the manufacture of our products. These agreements generally have a term of one to three years, but do not contain any long-term purchase commitments. Instead, we work closely with our customers to develop non-binding forecasts of the future volume of orders. However, customers may cancel their orders, change production quantities from forecasted volumes or delay production for a number of reasons beyond our control.

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Sales and Marketing

We sell our products worldwide, primarily through our direct sales force and strategic distributors located in offices in all major semiconductor markets, as well as through independent distributors elsewhere. As of December 31, 2011, our sales and marketing force consisted of approximately 422 employees worldwide. Our direct sales force is also supplemented by independent distributors, sales representatives and agents.

Our semiconductor marketing efforts focus on our push/pull marketing strategy in order to maximize our selling opportunities. We work with OEMs to persuade them to design tools that require our products and we create end-user pull demand by persuading semiconductor manufacturers to specify our products. Our industry relationships have provided us with the opportunity for significant collaboration with our customers at the product design stage, which has facilitated our ability to introduce new products and applications that meet our customers needs. In addition, we are constantly identifying for our customers the variety of analytical, purification and process control challenges that may be addressed by our products. Further, we adapt our products and technologies to resolve process control issues identified by our customers. Our sales representatives provide our customers with worldwide support and information about our products.

We believe that our technical support services are important to our marketing efforts. These services include assisting in defining a customer s needs, evaluating alternative products, designing a specific system to perform the desired separation, training users and assisting customers in compliance with relevant government regulations. In addition, we maintain a network of service centers located in the United States and in key international markets to support our products.

Competition

The market for our products is highly competitive. While price is an important factor, we compete primarily on the basis of the following factors:

- historical customer relationships;
- technical expertise;
- product quality and performance;
- total cost of ownership;
- customer service and support;
- breadth of product line;
- breadth of geographic presence;
- advanced manufacturing capabilities; and
- after-sales service.

We believe that we compete favorably with respect to all of the factors listed above, but we cannot assure you that we will continue to do so. We believe that our key competitive strengths include our broad product line, the low total cost of ownership of our products, our ability to provide our customers with quick order fulfillment and our technical expertise. However, our competitive position varies depending on the market segment and specific product areas within these segments. While we have longstanding relationships with a number of semiconductor and other electronic device manufacturers, we also face significant competition from companies that have longstanding relationships with other semiconductor and electronic device manufacturers and, as a result, have been able to have their products specified by those customers for use in manufacturers fabrication facilities. In the markets for our consumable products, we believe that our differentiated membrane and materials management technologies, strong supply chain capabilities that allow us to provide our customers with quick order fulfillment, and technical expertise, which enables us to develop membranes to meet specific customer needs and assist our customers in improving the functionality of our membranes for particular applications, allow us to compete favorably. In these markets our competitors compete against us on the basis of price, as well as alternative membrane technology having different functionality, manufacturing capabilities and breadth of geographic presence.

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The market for our products is highly fragmented, and we compete with a number of different companies. Our liquid filtration and other contamination control products compete with product offerings from a wide range of companies including both large companies, such as Pall Corporation, as well as small Asian filter manufacturers. Our contamination control components and systems also face worldwide competition from companies such as Saint-Gobain, Parker, Gemu, Donaldson and Iwaki Co., Ltd. Our gas filtration products compete with companies such as SAES Puregas and Mott Metallurgical Corporation. Our microenvironment product lines face competition largely on a product-by-product basis. We face competition from companies such as Miraial (formerly Kakizaki), Dainichi and Shin-Etsu Polymer and from regional suppliers such as e.PAK Resources Pte. Ltd. These companies compete with us primarily in 200 mm and 300 mm applications. Our data storage and finished electronic components products compete with companies such as ITW/Camtex, Peak International and 3M and from regional suppliers. Our Poco Graphite products compete with products manufactured by companies such as Mersen (France), Tokai Carbon (Japan) and Toyo Tanso (Japan). Some of our competitors are larger and have greater resources than we do. In some cases, our competitors are smaller than us, but well-established in specific product niches. We believe that none of our competitors competes with us across all of our product offerings and that, within the markets that we serve, we offer a broader line of products, make use of a wider range of process control technologies and address a broader range of applications than any single competitor.

Engineering, Research and Development

Our aggregate engineering, research and development expenses in 2011, 2010 and 2009 were $48.0 million, $43.9 million and $35.0 million, respectively. As of December 31, 2011, we had approximately 205 employees in engineering, research and development. In addition, we have followed a practice of supplementing our internal research and development efforts by licensing technology from unaffiliated third parties and/or acquiring distribution rights with respect to products incorporating externally owned technologies when we believe it is in our long-term interests to do so.

To meet the global needs of our customers, we have engineering, research and development capabilities in California, Minnesota, Massachusetts, Texas, Japan, Taiwan and Malaysia. Our engineering, research and development efforts are directed toward developing and improving our technology platforms for semiconductor and advanced processing applications and identifying and developing products for new applications for which fluid management plays a critical role.

We use sophisticated methodologies to research, develop and characterize our materials and products. Our materials technology laboratory is equipped to analyze the physical, rheological, thermal, chemical and compositional nature of the polymers we use. Our materials lab includes standard and advanced polymer analysis equipment such as inductively coupled plasma mass spectrometry (ICP/MS), inductively coupled plasma atomic emission spectrometry (ICP/AES), fourier transform infrared spectroscopy (FTIR) and automated thermal desorption gas chromatography/mass spectrometry (ATD-GC/MS). This advanced analysis equipment allows us to detect contaminants in materials that could harm the semiconductor manufacturing process to levels as low as parts per billion, and in many cases parts per trillion.

Our capabilities to test and characterize our materials and products are focused on continuously reducing risks and threats to the integrity of the critical materials that our customers use in their manufacturing processes. We expect that technology and product engineering, research and development will continue to represent an important element in our ability to develop and characterize our materials and products.

Key elements of our engineering, research and development expenditures over the past three years have included the development of new product platforms to meet the manufacturing needs for 90, 65, 45, 32 nanometer and smaller semiconductor devices. Driven by the proliferation of new materials and chemicals in the manufacturing processes and increased needs for tighter process control for 300 mm wafers, investments were made for new contamination control products in the area of copper interconnects, deep ultra-violet (DUV) photolithography, and chemical and gas management technologies for advanced wafer cleans, deposition and etch equipment.

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Additional investments were made in the area of advanced process control, monitoring and diagnostics capabilities for future generations of semiconductor manufacturing processes, including the development of a manufacturing capability for the production of Single Wafer Carriers, Multi Application Carriers and FOUPS for the next generation 450mm wafers. Our employees also work closely with our customers development personnel. These relationships help us identify and define future technical needs on which to focus our engineering, research and development efforts. In addition, we participate in Semiconductor Equipment and Materials International (SEMI), a consortium of semiconductor equipment suppliers. For example, we have participated with SEMI to develop specifications and with a major customer to develop wafer handling products for 450mm wafers. We also support research at academic and other institutions targeted at advances in materials science and semiconductor process development.

MANUFACTURING

Our customers rely on our products to assure the integrity of the critical materials used in their manufacturing processes by providing dimensional precision and stability, purity, cleanliness and consistent performance. Our ability to meet our customers expectations, combined with our substantial investments in worldwide manufacturing capacity, position us to respond to the increasing materials integrity management demands of the microelectronics industry and other industries that require similar levels of materials integrity.

To meet our customer needs worldwide, we have established an extensive global manufacturing network with manufacturing and coating facilities in the United States, Japan, Taiwan, France, Malaysia and South Korea. Because we work in an industry where contamination control is paramount, we maintain Class 100 to Class 10,000 cleanrooms for manufacturing and assembly. We believe that our worldwide manufacturing operations and our advanced manufacturing capabilities are important competitive advantages. Our advanced manufacturing capabilities include:

Injection Molding. Our manufacturing expertise is based on our long experience with injection molding. Using molds produced from computer-aided processes, our manufacturing technicians utilize specialized injection molding equipment and operate within specific protocols and procedures established to consistently produce precision products.

Extrusion. Extrusion is accomplished through the use of heat and force from a screw to melt solid polymer pellets in a cylinder and then forcing the resulting melt through a die to produce tubing and pipe. We have established contamination-free on-line laser marking and measurement techniques to properly identify products during the extrusion process and ensure consistency in overall dimension and wall thickness. In addition, we use extrusion technology to extrude a polymer mix into flat sheet and hollow fiber membranes.

Blow Molding. Blow molding consists of the use of heat and force from a screw to melt solid polymer pellets in a cylinder and then forcing the resulting melt through a die to create a hollow tube. The molten tube is clamped in a mold and expanded with pressurized gas until it takes the shape of the mold. We utilize advanced three-layer processing to manufacture premium grade 55 gallon drums, leading to cost savings while simultaneously assuring durability, strength and purity.

Rotational Molding. Rotational molding is accomplished by the placing of a solid polymer powder in a mold, placing the mold in an oven and rotating the mold on two axes so that the melting polymer coats the entire surface of the mold. This forms a part in the shape of the mold upon cooling. We use rotational molding in manufacturing containers up to 5,000 liters. Our rotational molding expertise has provided rapid market access for our current fluoropolymer sheet lining manufacturing business.

Compression Molding. In compression molding, thermoset polymers are processed. Today, we use this manufacturing process primarily for manufacturing bipolar plates and end-plates for the fuel cell market. We use the same expertise as in injection molding to assure a consistently produced precision product.

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Membrane Casting. We cast membrane by extruding a polymer into flat sheet or hollow fiber format that is passed through a chamber with controlled atmospheric conditions to control the development of voids or pores in the membrane. Once cast, the membrane is subjected to solvent extraction and annealing steps. The various properties of the membranes that we offer are developed during subsequent process steps.

Cartridge Manufacturing. We fabricate the membrane we manufacture as well as membranes manufactured by others into finished filtration cartridges in a variety of configurations. The fabrication process involves membrane processing into pleated and other configurations around a central core and enclosing it in a framework of end caps and protective screening for use in fabricated cartridge housings. We also manufacture filter cartridges that are integrated into their own housings and incorporate our patented Connectology quick connect technology.

Graphite Synthesis. We have a differentiated proprietary graphite synthesis process that produces premium graphite with superior strength, uniformity and performance. This synthesis process consists of blending and forming petroleum cokes into green billets, baking over an extended period between 800 to 1,100°C, followed by a graphitization process at temperatures between 2,000 to 3,000°C. The graphite produced by this process is sold in bulk, machined into specific components or converted into silicon carbide through controlled exposure to silicon monoxide gas.

Machining. Machining consists of the use of computer-controlled equipment to create shapes, such as valve bodies and other specific components, out of solid polymer blocks or rods, premium graphite and silicon carbide. Our computerized machining capabilities enable speed and repeatability in volume manufacturing of our machined products, particularly products utilized in chemical delivery applications.

Assembly. We have established protocols, flow charts, work instructions and quality assurance procedures to assure proper assembly of component parts. The extensive use of robotics throughout our facilities reduces labor costs, diminishes the possibility of contamination and assures process consistency.

Tool Making. We employ tool development staff in the United States and Malaysia and have tool-making capabilities in Malaysia. Our toolmakers produce the majority of the tools we use throughout the world.

We have made significant investments in systems and equipment to create innovative products and tool designs. Our computer-aided design (CAD) equipment allows us to develop three-dimensional electronic models of desired customer products to guide design and tool-making activities. Our CAD equipment also aids in the rapid prototyping of products.

We also use computer-automated engineering in the context of mold flow analysis. Beginning with a three-dimensional CAD model, mold flow analysis is used to visualize and simulate how our molds will fill. The mold flow analysis techniques cut the time needed to bring a new product to market because of the reduced need for sampling and development. Also, our CAD equipment can create a virtual part with specific geometries, which drives subsequent tool design, tool manufacturing, mold flow analysis and performance simulation.

In conjunction with our three-dimensional product designs, we use finite element analysis software to simulate the application of a variety of forces or pressures to observe what will happen during product use. This analysis helps us anticipate forces that affect our products under various conditions. The program also assists our product designers by measuring anticipated stresses against known material strengths and establishing proper margins of safety.

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Patents and Other Intellectual Property Rights

We rely on a combination of patent, copyright, trademark and trade secret laws and license agreements to establish and protect our proprietary rights. As of January 20, 2012 our patent portfolio included 288 current U.S. patents, 568 current foreign patents, including counterparts to U.S. filings, 41 pending U.S. patent applications, 29 pending filings under the Patent Cooperation Treaty not yet nationalized and 424 pending foreign patent applications. While we believe that patents may be important for aspects of our business, we believe that our success also depends more upon close customer contact, innovation, technological expertise, responsiveness and worldwide distribution. Additionally, while our patented technology may delay or deter a competitor in offering a competing product, we do not believe that our patent portfolio functions as a barrier to entry for any of our competitors. In addition, while we license and will continue to license technology used in the manufacture and distribution of products from third parties, except as described below, these licenses are not currently related to any of our core product technologies.

We require each of our employees, including our executive officers, to enter into standard agreements pursuant to which the employee agrees to keep confidential all of our proprietary information and to assign to us all inventions made while employed by us.

The patent position of any manufacturer, including us, is subject to uncertainties and may involve complex legal and factual issues. Litigation has in the past and may in the future be necessary to enforce our patents and other intellectual property rights or to defend ourselves against claims of infringement or invalidity. The steps that we have taken in seeking patents and other intellectual property protections may prove inadequate to deter misappropriation of our technology and information. In addition, our competitors may independently develop technologies that are substantially equivalent or superior to our technology.

Governmental Regulation

Our operations are subject to federal, state and local regulatory requirements relating to environmental, waste management and health and safety matters, including measures relating to the release, use, storage, treatment, transportation, discharge, disposal and remediation of contaminants, hazardous substances and wastes, as well as practices and procedures applicable to the construction and operation of our plants. There can be no assurance that we will not incur material costs and liabilities or that our past or future operations will not result in exposure to injury or claims of injury by employees or the public. Although some risk of costs and liabilities related to these matters is inherent in our business, as with many similar businesses, we believe that our business is operated in substantial compliance with applicable regulations. However, new, modified or more stringent requirements or enforcement policies could be adopted, which could adversely affect us. While we expect that capital expenditures will be necessary to assure that any new manufacturing facility is in compliance with environmental and health and safety laws, we do not expect these expenditures to be material. Otherwise, we are not presently aware of any facts or circumstances that would cause us to incur significant liabilities in the future related to environmental, health and safety law compliance.

Employees

As of December 31, 2011, we had approximately 2,600, full-time employees, as well as approximately 165 temporary employees. Approximately 205 of our full-time employees work in engineering, research and development and approximately 422 work in sales and marketing. Given the variability of business cycles in the semiconductor industry and the quick response time required by our customers, it is critical that we be able to quickly adjust the size of our production staff to maximize efficiency. Therefore, we use skilled temporary labor as required.

None of our employees are represented by a labor union or covered by a collective bargaining agreement other than statutorily mandated programs in certain European countries.

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Information about our operating segments

Our financial reporting segments are Contamination Control Solutions (CCS), Microenvironments (ME), and Specialty Materials (SMD). In 2011, 2010 and 2009 approximately 71% of our net sales were made to customers outside North America. Industry and geographic segment information is discussed in Note 16 to the Entegris, Inc. Consolidated Financial Statements (the Financial Statements) included in response to Item 8 below, which Note is incorporated herein by reference.

Other Information

On July 27, 2005, our Board of Directors adopted a shareholder rights plan (the Rights Plan) pursuant to which Entegris declared a dividend on August 8, 2005 to its shareholders of record on that date of one preferred share purchase right (a Right) for each share of Entegris common stock owned on August 8, 2005 and authorized the issuance of Rights in connection with future issuances of Entegris common stock. Each Right entitles the holder to purchase one-hundredth of a share of a series of preferred stock at an exercise price of $50, subject to adjustment as provided in the Rights Plan. The Rights Plan is designed to protect Entegris shareholders from attempts by others to acquire Entegris on terms or by using tactics that could deny all shareholders the opportunity to realize the full value of their investment. The Rights are attached to the shares of our common stock until certain triggering events specified in the Rights Agreement occur, including, unless approved by our board of directors, an acquisition by a person or group of specified levels of beneficial ownership of our common stock or a tender offer for our common stock. Upon the occurrence of any of these triggering events, the Rights authorize the holders to purchase at the then-current exercise price for the Rights that number of shares of our common stock having a market value equal to twice the exercise price. The Rights are redeemable by us for $0.01 and will expire on August 8, 2015. One of the events that would trigger the Rights is the acquisition, or commencement of a tender offer, by a person (an Acquiring Person, as defined in the shareholder rights plan), other than Entegris or any of our subsidiaries or employee benefit plans, of 15% or more of the outstanding shares of our common stock. An Acquiring Person may not exercise a Right.

Entegris products are made from a wide variety of raw materials that are generally available in quantity from alternate sources of supply. However, certain materials included in the Company s products, such as certain filtration membranes used by our Contamination Control Solutions segment, polymer resins used by our Microenvironments segment and petroleum coke used by our Specialty Materials segment are obtained from a single source or a limited group of suppliers. Although the Company seeks to reduce dependence on these sole and limited source suppliers, the partial or complete loss of these sources could interrupt our manufacturing operations and result in an adverse effect on the Company s results of operations. Furthermore, a significant increase in the price of one or more of these components could also adversely affect the Company s results of operations.

Our History

Effective August 6, 2005 Entegris, Inc., a Minnesota corporation, and Mykrolis Corporation, a Delaware corporation, completed a strategic merger of equals transaction, pursuant to which they were each merged into the Company to carry on the combined businesses. We were incorporated in Delaware in March 2005 under the name Eagle DE, Inc. as a wholly owned subsidiary of Entegris Minnesota. Effective August 6, 2005 Entegris Minnesota merged into us in a reincorporation merger of which we were the surviving corporation. Immediately following that merger, Mykrolis merged into us and our name was changed to Entegris, Inc. Our stock is traded on the NASDAQ National Market System under the symbol ENTG .

Entegris Minnesota was incorporated in June 1999 to effect the business combination of Fluoroware, Inc., which began operating in 1966, and EMPAK, Inc., which began operating in 1980. On July 10, 2000 Entegris Minnesota completed an initial public offering of approximately 19% of the total shares of the Company s common stock outstanding.

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Mykrolis was organized as a Delaware corporation on October 16, 2000 under the name Millipore MicroElectronics, Inc. in connection with the spin-off by Millipore Corporation of its microelectronics business unit. On March 31, 2001, Millipore effected the separation of the Mykrolis business from Millipore s business by transferring to Mykrolis substantially all of the assets and liabilities associated with its microelectronics business. On August 9, 2001 Mykrolis completed an initial public offering of approximately 18% of the total shares of the Company s common stock outstanding. On February 27, 2002, Millipore completed the spin-off of Mykrolis by distributing to its stockholders the 82% of the Mykrolis common stock that it held following the Mykrolis initial public offering.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following is a list, as of December 31, 2011, of our Executive Officers. All of the Corporate Officers listed below were elected to serve until the first Directors Meeting following the 2012 Annual Stockholders Meeting. All of the Other Executive Officers Listed below were appointed to their current positions by Corporate Officers.

Name	Age	Office	First Appointed To Office*
CORPORATE OFFICERS			
Gideon Argov	55	*President & Chief Executive Officer*	2004
Gregory B. Graves	51	*Executive Vice President, Chief Financial Officer & Treasurer*	2002
Bertrand Loy	46	*Executive Vice President & Chief Operating Officer*	2001
Peter W. Walcott	65	*Senior Vice President, Secretary & General Counsel*	2001
John J. Murphy	59	*Senior Vice President, Human Resources*	2005
OTHER EXECUTIVE OFFICERS			
Lynn L. Blake	45	*Vice President of Finance, Chief Accounting Officer*	2007
Todd Edlund	49	*Vice President, General Manager, Contamination Control Solutions Division*	2007
Gregory C. Morris	54	*Vice President, Global Sales*	2008
William Shaner	44	*Vice President, General Manager, Microenvironments Division*	2007

* With either the Company or a predecessor company

Gideon Argov has been our President and Chief Executive Officer and a director since the effectiveness of our merger with Mykrolis. He served as the Chief Executive Officer and a director of Mykrolis since November 2004. Prior to joining Mykrolis, Mr. Argov was a Special Limited Partner at Parthenon Capital, a Boston-based private equity partnership, since 2001. He served as Chairman, Chief Executive Officer and President of Kollmorgen Corporation, a provider of motion systems and components, from 1991 to 2000. From 1988 to 1991 he served as Chief Executive Officer of High Voltage Engineering Corporation, an owner of a group of industrial and technology-based manufacturing businesses. Prior to 1988, he led consulting engagement teams at Bain and Company. He is a director of Interline Brands, Inc., a public company that markets and distributes maintenance, repair and operations products, and X-Rite Incorporated, a public company in the color science and technology industry.

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Gregory B. Graves has served as our Executive Vice President and Chief Financial Officer since July 2008. Prior to that he served as Senior Vice President and Chief Financial Officer since April 2007. Prior to April 2007, he served as Senior Vice President, Strategic Planning & Business Development since the effectiveness of the merger with Mykrolis. Mr. Graves served as the Chief Business Development Officer of Entegris Minnesota since September 2002 and from September 2003 until August 2004 he also served as Senior Vice President of Finance. Prior to joining Entegris Minnesota, Mr. Graves held positions in investment banking and corporate development, including at U.S. Bancorp Piper Jaffray from June 1998 to August 2002 and at Dain Rauscher from October 1996 to May 1998. Mr. Graves was a director of Therma-Wave, Inc., a public company engaged in the production of process control metrology products from 2005 until it was acquired by KLA Tencor Corporation in mid-2007.

Bertrand Loy has served as our Executive Vice President and Chief Operating Officer since July 2008. Prior to that, he served as the Executive Vice President and Chief Administrative Officer from the effectiveness of the merger with Mykrolis until July 2008. He served as the Vice President and Chief Financial Officer of Mykrolis from January 2001 until the Merger. Prior to that, Mr. Loy served as the Chief Information Officer of Millipore Corporation from April 1999 until December 2000. From 1995 until 1999, he served as the Division Controller for Millipore s Laboratory Water Division. From 1989 until 1995, Mr. Loy served Sandoz Pharmaceuticals (now Novartis) in a variety of financial, audit and controller positions located in Europe, Central America and Japan. Mr. Loy serves on the board of BTU International, Inc., a publicly held supplier of advanced thermal processing equipment.

Peter W. Walcott has been our Senior Vice President, Secretary and General Counsel since the effectiveness of the merger with Mykrolis. He served as the Vice President, Secretary and General Counsel of Mykrolis since October 2000. Mr. Walcott served as the Assistant General Counsel of Millipore Corporation from 1981 until March 2001.

John J. Murphy joined us as our Senior Vice President, Human Resources in October of 2005. He served as the Senior Vice President Human Resources of HNTB, an engineering and architectural services firm, from February 2004 until October 2005 and as Corporate Vice President, Human Resources of Cadence Design Systems, Inc. from May of 2000 through October 2003. Prior to that Mr. Murphy held senior human resources positions with L.M. Ericsson Telephone Company and with General Electric Company.

Lynn L. Blake has been our Vice President of Finance and Chief Accounting Officer since June of 2007. Prior to that time she served as Corporate Controller at MTS Systems Corporation, a global manufacturing company specializing in advanced engineering systems for mechanical testing applications, from 2002 to 2007. Prior to 2002, Ms. Blake held a variety of finance and accounting management positions at companies including Carlson Companies, Gartner Institute, Cowles Media Corporation, and Honeywell International, Inc.

Todd Edlund has been Vice President and General Manager of our Contamination Control Solutions Division since December 2007. He served as the Vice President and General Manager of our Liquid Systems Business Unit from 2005 to 2007, and prior to that as Entegris Minnesota s Vice President of Sales for semiconductor markets from 2003 to 2005. Prior to 2003, Mr. Edlund held a variety of positions with our predecessor companies since 1995.

Gregory C. Morris has been Vice President, General Manager, Global Field Operations since 2008. Prior to that time, Mr. Morris was our North American Regional Sales Director since 2007, and the head of our Finished Electronics Products group from 2005 until 2007. Mr. Morris was President of the Entegris Minnesota Data Storage Business Unit from 2003-2005. From 2000 to 2003 Mr. Morris acted as General Manager of a wholly-owned subsidiary of Entegris Minnesota. Prior to 2000, Mr. Morris held a variety of positions with our predecessor companies since 1992.

William Shaner has been our Vice President and General Manager, Microenvironments Division since 2007. He has served in a variety of sales, marketing, business development and engineering roles since joining Entegris in 1995.

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Item 1A. Risk Factors.

Risks Relating to our Business and Industry

The semiconductor industry has historically been highly cyclical, and industry downturns reduce net sales and profits.

Our business depends on the purchasing patterns of semiconductor manufacturers, which, in turn, depend on the current and anticipated demand for semiconductors and products utilizing semiconductors. The semiconductor industry has historically been highly cyclical with periodic significant downturns, which often have resulted in significantly decreased expenditures by semiconductor manufacturers. Even moderate cyclicality can cause our operating results to fluctuate significantly from one period to the next. We experienced significant revenue deterioration and incurred significant operating losses due to a severe downturn in both the capital and unit-driven segments of the semiconductor industry that began during the second half of 2008. We are unable to predict the ultimate duration and severity of future downturns for the semiconductor industry.

Furthermore, in periods of reduced demand, we must continue to maintain a satisfactory level of engineering, research and development expenditures and continue to invest in our infrastructure. At the same time, we have to manage our operations to be able to respond to any significant increases in demand, if they occur. In addition, because we typically do not have significant backlog, changes in order patterns have a more immediate impact on our revenues. We expect the semiconductor industry to continue to be cyclical. During downturns our revenue is reduced, and there is likely to be an increase in pricing pressure, affecting both gross margin and net income. Such fluctuations in our results could cause our stock price to decline significantly. We believe that period-to-period comparisons of our results of operations may not be meaningful, and you should not rely upon them as indicators of our future performance.

The semiconductor industry is subject to rapid demand shifts, which are difficult to predict. As a result, our inability to meet demand in response to these rapid shifts may cause a reduction in our market share.

Our ability to increase sales of our products, particularly our capital equipment products, depends in part upon our ability to ramp up the use of our manufacturing capacity for such products in a timely manner and to mobilize our supply chain. In order to meet the demands of our customers, we may be required to ramp up our manufacturing capacity in as little as a few months. If we are unable to expand our manufacturing capacity on a timely basis or manage such expansion effectively, our customers could seek such products from other suppliers, and our market share could be reduced. Because demand shifts in the semiconductor industry are rapid and difficult to foresee, we may not be able to increase capacity quickly enough to respond to any such increase in demand.

We may not be able to accurately forecast demand for our products.

We typically operate our business on a just-in-time shipment basis with a modest level of backlog and we order supplies and plan production based on internal forecasts of demand. Due to these factors, we have, in the past, and may again in the future, fail to accurately forecast demand for our products, in terms of both volume and specific products for which there will be demand. This has led to, and may in the future lead to, delays in product shipments, disappointment of customer expectations, or, alternatively, an increased risk of excess inventory and of inventory obsolescence. If we fail to accurately forecast demand for our products, our business, financial condition and operating results could be materially and adversely affected.

Semiconductor industry up-cycles may not reach historic levels and instead may reflect a lower rate of long-term growth.

There may not be new high-opportunity applications to drive growth in the semiconductor industry, as was the case in earlier market cycles. Accordingly, the semiconductor industry may experience lower growth rates during any recovery cycle than has historically been the case and its longer-term performance may reflect this lower growth rate. We are unable to predict the duration or ultimate severity of any downturn or the growth rate of any recovery cycle that may follow.

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If we are unable to maintain our technological expertise in design and manufacturing processes, we will not be able to successfully compete.

The microelectronics industry is subject to rapid technological change, changing customer requirements and frequent new product introductions. Because of this, the life cycle of our products is difficult to determine. We believe that our future success will depend upon our ability to develop and provide products that meet the changing needs of our customers, including the shrinking of integrated circuit line-widths and the use of new classes of materials, such as copper, titanium nitride and organic and inorganic dielectric materials, which are materials that have either a low or high resistance to the flow of electricity. This requires that we successfully anticipate and respond to technological changes in manufacturing processes in a cost-effective and timely manner. Any inability to develop the technical specifications for any of our new products or enhancements to our existing products or to manufacture and ship these products or enhancements in volume in a timely manner could harm our business prospects and significantly reduce our sales. In addition, if new products have reliability or quality problems, we may experience reduced orders, higher manufacturing costs, delays in acceptance and payment, additional service and warranty expense, and damage to our reputation.

Our sales are somewhat concentrated on a small number of key customers and, therefore, our net sales and profitability may materially decline if one or more of our key customers does not continue to purchase our existing and new products in significant quantities.

We depend and expect to continue to depend on a limited number of customers for a large portion of our business, and changes in several customers orders could have a significant impact on our operating results. Our top ten customers accounted for 29%, 28% and 29%, of our net sales in 2011, 2010 and 2009, respectively. If any one of our key customers decides to purchase significantly less from us or to terminate its relationship with us, our net sales and profitability may decline significantly. We could also lose our key customers or significant sales to our key customers because of factors beyond our control, such as a significant disruption in our customers businesses generally or in a specific product line. These customers may stop incorporating our products into their products with limited notice to us and suffer little or no penalty for doing so. In addition, if any of our customers merge or are acquired, we may experience lower overall sales from the merged or surviving companies. Because one of our strategies has been to develop long-term relationships with key customers in the product areas in which we focus, and because we have a long product design and development cycle for most of our products and prospective customers typically require lengthy product qualification periods prior to placing volume orders, we may be unable to replace these customers quickly or at all.

We are subject to order and shipment uncertainties and many of our costs are fixed, and, therefore, any significant changes, cancellations or deferrals of orders or shipments could cause our net sales and profitability to decline or fluctuate.

We do not usually obtain long-term purchase orders or commitments from our customers. Instead, we work closely with our customers to develop non-binding forecasts of the future volume of orders. Customers may cancel their orders, change production quantities from forecasted volumes or delay production for reasons beyond our control. Order cancellations or deferrals could cause us to hold inventory for longer than anticipated, which could reduce our profitability, restrict our ability to fund our operations and cause us to incur unanticipated reductions or delays in our revenue. Our customers often change their orders multiple times between initial order and delivery. Such changes usually relate to quantities or delivery dates, but sometimes relate to the specifications of the products we are supplying. If a customer does not pay for these products, we could incur significant charges against our income. In addition, our profitability may be affected by the generally fixed nature of our costs. Because a substantial portion of our costs is fixed, we may experience deterioration in gross margins when volumes decline.

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Competition from existing or new companies in the microelectronics industry could cause us to experience downward pressure on prices, fewer customer orders, reduced margins, the inability to take advantage of new business opportunities and the loss of market share.

We operate in a highly competitive industry. We compete against many domestic and foreign companies that have substantially greater manufacturing, financial, research and development and marketing resources than we do. In addition, some of our competitors may have more developed relationships with our existing customers than we do, which may enable them to have their products specified for use more frequently by these customers. We also face competition from the manufacturing operations of our current and potential customers, who continually evaluate the benefits of internal manufacturing versus outsourcing. As more OEMs dispose of their manufacturing operations and increase the outsourcing of their products to liquid and gas delivery system and other component companies, we may face increasing competitive pressures to grow our business in order to maintain our market share. If we are unable to maintain our competitive position, we could experience downward pressure on prices, fewer customer orders, reduced margins, the inability to take advantage of new business opportunities and a loss of market share. Further, we expect that existing and new competitors will improve the design of their existing products and will introduce new products with enhanced performance characteristics. The introduction of new products or more efficient production of existing products by our competitors could diminish our market share and increase pricing pressure on our products. Further, customers continue to demand lower prices, shorter delivery times and enhanced product capability. If we do not respond adequately to such pressures, we could lose customers or orders. If we are unable to compete successfully, we could experience pricing pressures, reduced gross margins and order cancellation, which could have a material adverse effect on our results of operations.

The limited market acceptance of our 300 mm shipper products as well as our other products could continue to harm our operating results.

The broad adoption of 300 mm wafers has contributed to the increasing complexity of the semiconductor manufacturing process. The greater diameter of these wafers requires higher tooling costs and presents more complex handling, storage and transportation challenges. We have made substantial investments in our 300 mm wafer shipping products, but there is no guarantee that our customers will adopt our 300 mm wafer shipping product lines. Sales of our shipping products for these applications has to date been and could continue in the future to be modest, and we might not recover our development costs.

Semiconductor and other electronic device manufacturers may direct semiconductor capital equipment manufacturers to use a specified supplier s product in their equipment. Accordingly, our success depends in part on our ability to have semiconductor and other electronic device manufacturers specify that our products be used at their fabrication facilities. Some of our competitors may have more developed relationships with semiconductor and other electronic device manufacturers, which enable them to have their products specified for use in manufacturers fabrication facilities.

From time to time, we make capital investments in anticipation of future business opportunities; if we are unable to obtain the anticipated business, our revenue and profitability may decline.

In the semiconductor market, the first company to introduce an innovative product meeting an identified customer need often will have a significant advantage over offerings of competitive products. For this reason we may make significant capital investments in technology and manufacturing capacity in advance of future business developing and without any commitment from our customers to purchase products manufactured as a result of these investments. For example, we have made significant capital investments to develop the capability to manufacture shippers and FOUPS for 450mm wafers; the size and timing of the development of the market for 450mm wafer shippers and FOUPS remains uncertain, so we cannot assure you that we will be able to successfully sell significant quantities of our 450mm shipper and FOUP products or realize a return on our investment. If we are unable to achieve broad market acceptance for these products or if a competitive product is preferred by our customers, we may not be able to recoup our investment, we may lose market share and our revenue and profitability may decline.

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We may acquire other businesses, form joint ventures or divest businesses that could negatively affect our profitability, require us to incur debt and dilute your ownership of our company.

As part of our business strategy, we have, and we expect to continue to address gaps in our product offerings, diversify into complementary product markets or pursue additional technology and customers through acquisitions, joint ventures or other types of collaborations. We also expect to adjust our portfolio of businesses to meet our ongoing strategic objectives. As a result, we may enter markets in which we have no or limited prior experience and may encounter difficulties in divesting businesses that no longer meet our objectives. Competition for acquiring attractive businesses in our industry is substantial. In executing this part of our business strategy, we may experience difficulty in identifying suitable acquisition candidates or in completing selected transactions at appropriate valuations. Alternatively, we may be required to undertake multiple transactions at the same time in order to take advantage of acquisition opportunities that do arise; this could strain our ability to effectively execute and integrate these transactions. We would consider a variety of financing alternatives for each acquisition which could include borrowing funds, reducing our cash balances or issuing additional shares of our common stock to complete an acquisition. This could impair our liquidity and dilute your ownership of our Company. Further, we may not be able to successfully integrate any acquisitions that we do make into our existing business operations, and we could assume unknown or contingent liabilities or experience negative effects on our reported results of operations from dilutive results from operations and/or from future potential impairment of acquired assets, including goodwill, related to future acquisitions. We may experience difficulties in operating in foreign countries or over significant geographical distances and in retaining key employees or customers of an acquired business, and our management s attention could be diverted from other business issues. We may not identify or complete these transactions in a timely manner, on a cost-effective basis or at all, and we may not realize the benefits of any acquisition or joint venture.

We may not effectively penetrate new markets.

Part of our business strategy is to leverage our expertise in our core competencies for growth in new and adjacent markets, such as photovoltaic cells, LEDs, flat panel displays, lithium ion batteries and magnetic storage devices. Our ability to grow our business could be limited if we are unable to execute on this strategy.

Manufacturing Risks

Our dependence on single and limited source suppliers could affect our ability to manufacture our products.

We rely on single or limited source suppliers for some plastic polymers, filtration membranes and petroleum coke that are critical to the manufacturing of our products. At times, we have experienced a limited supply of certain polymers as well as the need to substitute polymers, resulting in delays, increased costs and the risks associated with qualifying new polymers with our customers. An industry-wide increase in demand for these polymers could affect the ability of our suppliers to provide sufficient quantities to us. If we are unable to obtain an adequate quantity of such supplies, our manufacturing operations may be interrupted.

In addition, suppliers may discontinue production of polymers specified in certain of our products, requiring us in some instances to certify an alternative source with our customers. If we are unable to obtain an adequate quantity of such supplies for any reason, our manufacturing operations may be adversely affected. Obtaining alternative sources would likely result in increased costs and shipping delays, which could decrease profitability and damage our relationships with current and potential customers.

Prices for polymers can vary widely. In the volatile oil price environment, some suppliers have added and may in the future add surcharges to the prices of the polymers we purchase. While we have long-term arrangements with certain key suppliers of polymers that fix our price for purchases up to specified quantities, if our polymer requirements exceed the quantities specified, we could be exposed to higher material costs. If the cost of polymers increases and we are unable to correspondingly increase the sales price of our products, our profit margins will decline.

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Our filtration products incorporate a wide variety of filter membranes designed to meet specific customer filtration needs, not all of which are produced internally. In the event that a manufacturer of outsourced membrane discontinues supply or production, we may be required to identify and qualify an alternative filter membrane for that application to incorporate into our products. This could require extensive lead times and increased costs which may cause us to lose sales and cause our profit margins to decline.

Our graphite synthesis process requires petroleum coke that meets specified criteria. While there are multiple suppliers for this petroleum coke, the sources are limited and our required criteria may cause the price of this petroleum coke to increase.

Our production processes are becoming increasingly complex, and our production could be disrupted if we are unable to avoid manufacturing difficulties.

Our manufacturing processes are complex and require the use of expensive and technologically sophisticated equipment and materials. These processes are frequently modified to improve manufacturing yields and product quality. We have, on occasion, experienced manufacturing difficulties, such as temporary shortages of raw materials and occasional critical equipment breakdowns that have delayed deliveries to customers. A number of our product lines are manufactured at only one or two facilities, and any disruption could impact our sales until another facility could commence or expand production of such products.

Our manufacturing operations are subject to numerous risks, including the introduction of impurities in the manufacturing process and other manufacturing difficulties that may not be well understood for an extended period of time and that could lower manufacturing yields and make our products unmarketable; the costs and demands of managing and coordinating geographically diverse manufacturing facilities; and the disruption of production in one or more facilities as a result of a slowdown or shutdown in another facility. We could experience these or other manufacturing difficulties, which might result in a loss of customers and exposure to product liability claims.

Our membrane manufacturing operations may be disrupted if we are unable to successfully transition manufacturing to our own facility.

The Fourth Amended and Restated Membrane Manufacturing Agreement (the Membrane Agreement) between us and Millipore Corporation, dated January 10, 2011, provides that our lease of space in Millipore s Bedford, Massachusetts facility and our right to use certain manufacturing equipment owned by Millipore expires on March 31, 2014. Securing and outfitting a replacement membrane manufacturing plant will require significant lead time and capital investment. In addition, the transition of membrane manufacturing operations to a new facility will be complex and time consuming. A failure to execute the transition effectively and expeditiously might result in a loss of customers and exposure to product liability claims.

We may lose sales if we are unable to timely procure, repair or replace capital equipment necessary to manufacture many of our products.

If our existing equipment fails, or we are unable to obtain new equipment quickly enough to satisfy any increased demand for our products, we may lose sales to competitors. In particular, we do not maintain duplicate tools or equipment for most of our important products. Fixing or replacing complex tools is time consuming, and we may not be able to replace a damaged tool in time to meet customer requirements. In addition, from time to time we may upgrade or add new manufacturing equipment that may require substantial lead times to build and qualify. Delays in building and qualifying new equipment could result in a disruption of our manufacturing processes and prevent us from meeting our customers requirements so that they would seek other suppliers.

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We incur significant cash outlays over long-term periods in order to research, develop, manufacture and market new products that may never reach market or may have limited market acceptance.

We make significant cash expenditures to engineer, research, develop and market new products. For example, we incurred $48.0, $43.9 million and $35.0 million of engineering, research and development expense in 2011, 2010 and 2009 , respectively. The development period for a product can be as long as five years. Following development, it may take an additional two to three years for sales of that product to reach a substantial level, if ever. We cannot be certain of the success of a new product. A product concept may never progress beyond the development stage or may only achieve limited acceptance in the marketplace. If this occurs, we do not receive a direct return on our expenditures and may not even realize any indirect benefits. Additionally, capacity expansion may be necessary in order to manufacture a new product. If sales levels do not increase to offset the additional fixed operating expenses associated with any such expansion, our profitability could decline and our prospects could be harmed.

We are subject to a variety of environmental laws that could cause us to incur significant expenses.

In addition to other regulatory requirements affecting our business, we are subject to a variety of federal, state, local and non-U.S. regulatory requirements relating to the use, disposal, clean-up of, and human exposure to, hazardous chemicals. We generate and handle materials that are considered hazardous waste under applicable law. Certain of our manufacturing operations require the discharge of substantial quantities of wastewater into publicly owned waste treatment works which require us to assure that our wastewater complies with volume and content limitations. If we fail to comply with any present or future regulations, we could be subject to future liabilities or the suspension of production. In addition, compliance with these or future laws could restrict our ability to expand our facilities or to build or acquire new facilities or may require us to acquire costly equipment, incur other significant expenses, such as remediation of contamination found on any site that we may acquire , or modify our manufacturing processes.

We are continually evaluating our manufacturing operations within our plants in order to achieve efficiencies and gross margin improvements. If we are unable to successfully manage transfers or realignments of our manufacturing operations, our ability to deliver products to our customers could be disrupted and our business, financial condition and results of operations could be adversely affected.

In order to enhance the efficiency and cost effectiveness of our manufacturing operations, we have in the past and may in the future move several product lines from one of our plants to another and to consolidate manufacturing operations in certain of our plants. Our product lines involve technically complex manufacturing processes that require considerable expertise to operate. If we are unable to establish stable processes to efficiently and effectively produce high quality products in relocated manufacturing processes in the destination plant, production may be disrupted and we may not be able to deliver these products to meet customer orders in a timely manner, which may cause us to lose credibility with our customers and harm our business. There can be no assurance that these complex manufacturing processes can be stabilized and that the cost savings that we anticipate will be achieved.

Loss of our key personnel could harm our business because of their experience in the microelectronics industry and their technological expertise. Similarly, our inability to attract and retain new qualified personnel could inhibit our ability to operate and grow our business successfully.

We depend on the services of our key senior executives and technological experts because of their experience in the microelectronics industry and their technical expertise. The loss of the services of one or several of our key employees or an inability to attract, train and retain qualified and skilled employees, specifically research and development and engineering personnel, could result in the loss of customers or otherwise inhibit our ability to operate and grow our business successfully. In the past and currently, during downturns in the semiconductor industry our predecessor companies have, and we have, had to impose salary reductions on senior employees and freeze or eliminate merit increases in an effort to maintain our financial position. These actions may have an adverse effect on employee loyalty and may make it more difficult for us to attract and retain key personnel.

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We face the risk of product liability claims.

The manufacture and sale of our products involve the risk of product liability claims. In addition, a failure of one of our products at a customer site could interrupt the business operations of the customer. Our existing insurance coverage limits may not be adequate to protect us from all liabilities that we might incur in connection with the manufacture and sale of our products if a successful product liability claim or series of product liability claims were brought against us.

If we are unable to protect our intellectual property rights, our business and prospects could be harmed.

Our future success and competitive position depend in part upon our ability to obtain and maintain proprietary technology used in our principal product families. We rely, in part, on patent, trade secret and trademark law to protect that technology. We routinely enter into confidentiality agreements with our employees. However, there can be no assurance that these agreements will not be breached, that we will have adequate remedies for any breach or that our confidential and proprietary information and technology will not be independently developed by or become otherwise known to third parties. We have obtained a number of patents relating to our products and have filed applications for additional patents. We cannot assure you that any of our pending patent applications will be approved, that we will develop additional proprietary technology that is patentable, that any patents owned by or issued to us will provide us with competitive advantages or that these patents will not be challenged by third parties. Patent filings by third parties, whether made before or after the date of our filings, could render our intellectual property less valuable. Competitors may misappropriate our intellectual property, and disputes as to ownership of intellectual property may arise. In addition, if we do not obtain sufficient international protection for our intellectual property, our competitiveness in international markets could be significantly impaired, which would limit our growth and future revenue. Furthermore, there can be no assurance that third parties will not design around our patents.

Protection of our intellectual property rights has resulted and may continue to result in costly litigation.

We may from time to time be required to institute litigation in order to enforce our patents, copyrights or other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. Such litigation could result in substantial costs and diversion of resources and could negatively affect our sales, profitability and prospects regardless of whether we are able to successfully enforce our rights. For example, in January of 2011 we settled multiple patent litigations with Pall Corporation. We prosecuted and defended these cases vigorously and incurred substantial costs in pursuing them. It may become necessary for us to initiate other costly patent litigation against this or other competitors in order to protect and/or perfect our intellectual property rights. We cannot predict how any existing or future litigation will be resolved or what their impact will be on us.

If we infringe on the proprietary technology of others, our business and prospects could be harmed.

Our commercial success will depend, in part, on our ability to avoid infringing or misappropriating any patents or other proprietary rights owned by third parties. If we are found to infringe or misappropriate a third party s patent or other proprietary rights, we could be required to pay damages to such third party, alter our products or processes, obtain a license from the third party or cease activities utilizing such proprietary rights, including making or selling products utilizing such proprietary rights. If we are required to obtain a license from a third party, there can be no assurance that we will be able to do so on commercially favorable terms, if at all.

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International Risks

We conduct a significant amount of our sales activity and manufacturing efforts outside the United States, which subjects us to additional business risks and may cause our profitability to decline due to increased costs.

Sales to customers outside the United States accounted for approximately 71% of our net sales in 2011, 2010 and 2009. We anticipate that international sales will continue to account for a majority of our net sales. In addition, a number of our key domestic customers derive a significant portion of their revenues from sales in international markets. We also manufacture a significant portion of our products outside the United States and are dependent on international suppliers for many of our parts. We intend to continue to pursue opportunities in both sales and manufacturing internationally. Our international operations are subject to a number of risks and potential costs that could adversely affect our revenue and profitability, including:

- unexpected changes in regulatory requirements that could impose additional costs on our operations or limit our ability to operate our business;
- greater difficulty in collecting our accounts receivable and longer payment cycles than are typical in domestic operations;
- changes in labor conditions and difficulties in staffing and managing foreign operations;
- expense and complexity of complying with U.S. and foreign import and export regulations;
- liability for foreign taxes assessed at rates higher than those applicable to our domestic operations; and
- political and economic instability.

In the past, we have incurred costs or experienced disruptions due to the factors described above and expect to do so in the future. For example, our operations in Asia, and particularly South Korea, Taiwan and Japan, have been negatively impacted in the past as a result of regional economic instability. In addition, Taiwan and South Korea account for a growing portion of the world s semiconductor manufacturing. There have historically been strained relations between China and Taiwan and there are continuing tensions between North Korea and South Korea and the United States. Any adverse developments in those relations could significantly disrupt the worldwide production of semiconductors, which may lead to reduced sales of our products. Furthermore, we incur additional legal compliance costs associated with our international operations and could become subject to legal penalties in foreign countries if we do not comply with local laws and regulations, which may be substantially different from those in the United States. In a number of foreign countries, some companies engage in business practices that are prohibited by U.S. law applicable to us such as the Foreign Corrupt Practices Act. Although we implement policies and procedures designed to ensure compliance with these laws, there can be no assurance that all of our employees, contractors and agents, as well as those companies to which we outsource certain of our business operations, including those based in countries where practices that violate such U.S. laws may be customary or common, will not take actions in violation of our policies. Any such violation, even if prohibited by our policies, could have an adverse effect on our business and results of operations.

We will lose sales if we are unable to obtain government authorization to export certain of our products, and we would be subject to legal and regulatory consequences if we do not comply with applicable export control laws and regulations.

Exports of certain of our products are subject to export controls imposed by the U.S. Government and administered by the U.S. Departments of State and Commerce. In certain instances, these regulations may require pre-shipment authorization from the administering department. For products subject to the Export Administration Regulations (EAR) administered by the Department of Commerce s Bureau of Industry and Security, the requirement for a license is dependent on the type and end use of the product, the final destination, the identity of the end user and whether a license exception might apply. Virtually all exports of products subject to the International Traffic in Arms Regulations (ITAR) administered by the Department of State s Directorate of

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Defense Trade Controls, require a license. Certain of our products are subject to EAR and certain of our future products being developed with government funding, may be subject to ITAR. Products developed and manufactured in our foreign locations are subject to export controls of the applicable foreign nation.

Given the current global political climate, obtaining export licenses can be difficult and time-consuming. Failure to obtain export licenses for these shipments could significantly reduce our revenue and materially and adversely affect our business, financial condition and results of operations. Compliance with U.S. Government regulations may also subject us to additional fees and costs. The absence of comparable restrictions on competitors in other countries may adversely affect our competitive position.

Our results of operations could be adversely affected by changes in taxation.

We have facilities in foreign countries and, as a result, are subject to taxation and audit by a number of taxing authorities. Tax rates vary among the jurisdictions in which we operate. Our results of operations could be affected by market opportunities or decisions we make that cause us to increase or decrease operations in one or more countries, or by changes in applicable tax rates or audits by the taxing authorities in countries in which we operate. In addition, we are subject to laws and regulations in various locations that govern the determination of which is the appropriate jurisdiction to decide when and how much profit has been earned and is subject to taxation in that jurisdiction. Changes in these laws and regulations could affect the locations where we are deemed to earn income, which could in turn affect our results of operations. We have deferred tax assets on our balance sheet. Changes in applicable tax laws and regulations could affect our ability to realize those deferred tax assets, which could also affect our results of operations. Each quarter we forecast our tax liability based on our forecast of our performance for the year. If that performance forecast changes, our forecasted tax liability may change.

From time to time we may undertake internal reorganizations of our foreign subsidiaries in order to rationalize and streamline our foreign operations, focus our management efforts on certain local opportunities and to take advantage of favorable business conditions in certain localities. While we exercise diligence in undertaking these internal reorganizations, there can be no assurance that these reorganizations will not result in adverse tax consequences in certain foreign countries in which we have operations. This could adversely impact our profitability from foreign operations and result in a material reduction in our results of operations.

Fluctuations in the value of the U.S. dollar in relation to other currencies may lead to lower net income and shareholders equity or may cause us to raise prices, which could result in reduced net sales.

Foreign currency exchange rate fluctuations could have an adverse effect on our net sales, results of operations and shareholders equity. Foreign currency fluctuations against the U.S. dollar could require us to increase prices to foreign customers, which could result in lower net sales by us to such customers. Alternatively, if we do not adjust the prices for our products in response to foreign currency fluctuations, our profitability could decline. In addition, sales made by our foreign subsidiaries are generally denominated in the currency of the country in which these products are sold, and the currency we receive in payment for such sales could be less valuable at the time of receipt versus the time of sale as a result of foreign currency exchange rate fluctuations.

We may be subject to increased import duties as we seek to source more of the materials from which our products are made from foreign countries.

In an effort to reduce the cost of our products or to obtain the highest quality materials, we expect that our purchases of raw materials and components from foreign countries will increase. Those of our products manufactured in the United States or other countries from these materials and components may consequently be burdened by import duties imposed by the United States or those other countries, and these additional costs may be substantial and may put our products at a competitive disadvantage.

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Volatility in the global economy could adversely affect results.

Financial markets in the United States, Europe and Asia have been experiencing extreme disruption in recent years, including, among other things, volatility in securities prices, severely diminished liquidity and credit availability, rating downgrades of sovereign debt and declining valuation of certain investments, declines in consumer confidence, declines in economic growth, volatility in unemployment rates, and uncertainty about economic stability. During 2008 and 2009, these conditions had a significant adverse impact on our industry and financial condition and results of operations. There may be further changes in the global economy, which could lead to further challenges in our business and negatively impact our financial results. The current tightness of credit in financial markets adversely affects the ability of our customers and suppliers to obtain financing for significant purchases and operations and could result in a decrease in orders and spending for our products and services. We are unable to predict the likely duration and severity of the current disruption in European or global financial markets and adverse economic conditions and the effects they may have on our business and financial condition. If the current uncertain economic conditions continue or further deteriorate, our business and results of operations could be further materially and adversely affected.

An increased concentration of wafer manufacturing in Japan could result in lower sales of our wafer shipper products.

A large percentage of the world s 300 mm raw silicon wafer manufacturing currently takes place in Japan. Our market share in Japan is currently lower than in other regions we serve. If we are not able to successfully leverage our local manufacturing capability and increase market share in Japan, we may not be able to maintain our global market share in wafer shipper products, especially if 300 mm wafer manufacturing in Japan continues to increase.

Terrorist attacks, such as the attacks that occurred in New York and Washington, D.C. on September 11, 2001, and other acts of violence or war or natural catastrophes such as the March 2011 earthquake and tsunami in Japan may affect the markets in which we operate and hurt our profitability.

Terrorist attacks may negatively affect our operations and any security we issue. There can be no assurance that there will not be future terrorist attacks against the United States or U.S. businesses. These attacks or other armed conflicts may directly impact our physical facilities or those of our suppliers or customers. Our primary facilities include headquarters, research and development and manufacturing facilities in the United States; sales, research and development and manufacturing facilities in Japan, South Korea, Taiwan and Malaysia; and sales and service facilities in Europe and Asia. Attacks may also disrupt the global insurance and reinsurance industries with the result that we may not be able to obtain insurance at historical terms and levels for our facilities. Furthermore, such attacks may make travel and the transportation of our supplies and products more difficult and more expensive and may ultimately affect the sales of our products in the United States and overseas. As a result of terrorism, the United States may enter into additional armed conflicts, which could have a further impact on our domestic and international sales, our supply chain, our production capacity and our ability to deliver products to our customers. The consequences of these armed conflicts and the associated instability are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business and any security we issue.

While the March 2011 earthquake and tsunami in Japan did not materially impair manufacturing operations at our Yonezawa, Japan plant, there can be no assurance that future such catastrophes will not impact our manufacturing operations or those of our supply chain partners by disrupting our ability to manufacture and deliver products to our customers, resulting in an adverse impact on our business and results of operations.

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Risks Related to Owning our Securities

The price of our common stock has been volatile in the past and may be volatile in the future.

The price of our common stock has been volatile in the past and may be volatile in the future. For example, in fiscal year 2011, the closing price of our stock on The NASDAQ Global Select Market (NASDAQ) ranged from a low of $6.11 to a high of $10.44 and in fiscal year 2010, the closing price of our stock on NASDAQ ranged from a low of $3.64 to a high of $7.70.

The trading price of our common stock is subject to significant volatility in response to various factors, some of which are beyond our control, including the following: the failure to meet the published expectations of securities analysts; changes in financial estimates by securities analysts; press releases or announcements by, or changes in market values of, comparable companies; volatility in the markets for high-technology stocks, general stock market price and volume fluctuations, which are particularly common among securities of high-technology companies; stock market price and volume fluctuations attributable to inconsistent trading volume levels; the cyclicality of the semiconductor industry and current industry downturn; our performance; our ability to repay when due any debt obligations we may incur in the future; our ability to respond to rapid shifts in demand; our ability to compete effectively; loss of key customers or decline in order volumes for new and existing products; our high fixed costs; manufacturing difficulties; risks associated with our significant foreign operations; additions or departures of key personnel; involvement in or adverse results from litigation; and perceived dilution from stock issuances.

Furthermore, stock prices for many companies fluctuate widely for reasons that may be unrelated to their operating results. Those fluctuations and general economic, political and market conditions, such as recessions, terrorist or other military actions, or international currency fluctuations, as well as public perception of equity values of publicly traded companies may adversely affect the market price of our common stock. These market fluctuations may cause the trading price of our common stock to decrease. Future decreases in our stock price may adversely impact our ability to raise sufficient additional capital in the future, if needed.

If our common stock trades below book value and our business outlook worsens, we could be required to record material impairment losses for our long-lived assets, including property, plant and equipment and our identifiable intangibles.

In accordance with U.S. generally accepted accounting principles, we review our long-lived assets whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If the carrying amount of an asset or group of assets exceeds its undiscounted cash flows, the asset will be written down to its fair value.

The evaluation of the recoverability of long-lived assets requires us to make significant estimates and assumptions. These estimates and assumptions primarily include, but are not limited to, the identification of the asset group at the lowest level of independent cash flows and the primary asset of the group; and long-range forecasts of revenue, reflecting management s assessment of general economic and industry conditions, operating income, depreciation and amortization and working capital requirements.

Due to the inherent uncertainty involved in making these estimates, which are made in a particular economic environment, actual results could differ from those estimates. In addition, changes in the underlying assumptions would have a significant impact on the conclusion that an asset group s carrying value is recoverable, or the determination of any impairment charge if it was determined that the asset values were indeed impaired.

Due to the uncertain economic environment within the semiconductor industry, we continually monitor circumstances and events to determine whether asset impairment testing is warranted.

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It is possible that in the future we may no longer be able to conclude that there is no impairment of our long-lived assets, nor can we provide assurance that material impairment charges of long-lived assets will not occur in future periods.

Our annual and quarterly operating results are subject to fluctuations as a result of rapid demand shifts and our modest level of backlog, and if we fail to meet the expectations of securities analysts or investors, the market price of our common stock may decrease significantly.

Our sales and profitability can vary significantly from quarter to quarter and year to year. Because our expense levels are relatively fixed in the short-term, an unanticipated decline in revenue in a particular quarter could significantly reduce our net income, or lead to a net loss, in that quarter. In addition, we make a substantial portion of our shipments shortly after we receive the order, and therefore we operate with a relatively modest level of backlog. As a consequence of the just-in-time nature of shipments and the modest level of backlog, our results of operations may decline quickly and significantly in response to changes in order patterns or rapid decreases in demand for our products. We anticipate that fluctuations in operating results will continue in the future. Such fluctuations in our results could cause us to fail to meet the expectations of securities analysts or investors, which could cause the market price of our common stock to decline substantially. We believe that period-to-period comparisons of our results of operations may not be meaningful, and you should not rely upon them as indicators of our future performance.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results. As a result, current and potential stockholders could lose confidence in our financial reporting, which would harm our business and the trading price of our stock.

Effective internal controls are necessary for us to provide reliable financial reports. If we cannot provide reliable financial reports, our business and operating results could be harmed. We have in the past discovered, and may in the future identify material weaknesses in internal control over financial reporting. Each of these past material weaknesses represented a reasonable possibility that a material misstatement of our annual or interim financial statements would not have been prevented or detected.

Any failure to implement and maintain the improvements that we have made to our controls over our financial reporting, or difficulties encountered in the implementation of these improvements in our controls, could cause us to fail to meet our reporting obligations. Any failure in our internal controls that leads to a material weakness could also cause investors to lose confidence in our reported financial information, which could have a negative impact on the trading price of our stock.

Changes effected by the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act and related SEC regulations have in the past and are likely to continue to increase our costs.

The Sarbanes-Oxley Act of 2002 and the Dodd-Frank Act required changes in some of our corporate governance, securities disclosure and compliance practices. In response to the requirements of those Acts, the Securities and Exchange Commission and the NASDAQ have promulgated new rules and listing standards covering a variety of subjects. Compliance with these rules and listing standards has increased our legal and financial and accounting costs, and we expect these increased costs to continue indefinitely. We also expect these developments may make it more difficult and more expensive for us to obtain director and officer liability insurance in the future, and we may be forced to accept reduced coverage or incur substantially higher costs to obtain coverage. Likewise, these developments may make it more difficult for us to attract and retain qualified members of our board of directors, particularly independent directors, or qualified executive officers.

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Provisions in our charter documents, Delaware law and our shareholder rights plan may delay or prevent an acquisition of us, which could decrease the value of your shares.

Our certificate of incorporation and by-laws, Delaware law and our shareholder rights plan contain provisions that could make it harder for a third party to acquire us without the consent of our board of directors. These provisions include limitations on actions by our stockholders by written consent. In addition, our board of directors has the right to issue preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer.

Our restated certificate of incorporation makes us subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits publicly held Delaware corporations to which it applies from engaging in a business combination with an interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. This provision could discourage others from bidding for our shares of common stock and could, as a result, reduce the likelihood of an increase in the price of our common stock that would otherwise occur if a bidder sought to buy our common stock.

Our shareholder rights plan will permit our stockholders to purchase shares of our common stock at a 50% discount upon the occurrence of specified events, including the acquisition by anyone of 15% or more of our common stock, unless such event is approved by our board of directors. Delaware law also imposes restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock. Although we believe these provisions provide for an opportunity to receive a higher bid by requiring potential acquirers to negotiate with our board of directors, these provisions apply even if the offer may be considered beneficial by stockholders. If a change of control or change in management is delayed or prevented, the market price of our common stock could decline.

Our certificate of incorporation authorizes the issuance of shares of blank check preferred stock.

Our certificate of incorporation provides that our board of directors is authorized to issue from time to time, without further stockholder approval, up to 5,000,000 shares of preferred stock in one or more series and to fix and designate the rights, preferences, privileges and restrictions of the preferred stock, including dividend rights, conversion rights, voting rights, redemption rights and terms of redemption and liquidation preferences. Such shares of preferred stock could have preferences over our common stock with respect to dividends and liquidation rights. Our issuance of preferred stock may have the effect of delaying or preventing a change in control. Our issuance of preferred stock could decrease the amount of earnings and assets available for distribution to the holders of common stock or could adversely affect the rights and powers, including voting rights, of the holders of common stock. The issuance of preferred stock could have the effect of decreasing the market price of our common stock.

Your percentage ownership in us may be diluted by future issuances of capital stock, which could reduce your influence over matters on which stockholders vote.

Subject to applicable NASDAQ standards, our board of directors has the authority, without action or vote of our stockholders, to issue all or any part of our authorized but unissued shares. Issuances of common stock or the exercise of employee and director stock options would dilute your percentage ownership interest, which will have the effect of reducing your influence over matters on which our stockholders vote. In addition, we may issue substantial quantities of our common stock in order to effect acquisitions which would also dilute your ownership interest. If the issuances are made at prices that reflect a discount from the then current trading price of our common stock, your interest in the book value of our common stock might be diluted.

Item 1B. Unresolved Staff Comments.

Not Applicable.

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Item 2. Properties.

Our principal executive offices are located in Billerica, Massachusetts. We also have manufacturing, design and equipment cleaning facilities in the United States, Japan, France, Taiwan, South Korea and Malaysia. Information about our principal facilities is set forth below:

Location	Principal Function	Approximate Square Feet	Leased/ Owned
Billerica, Massachusetts	Executive Offices, Research & Manufacturing (1)	175,000	Leased(2)
Chaska, Minnesota	Executive Offices, Research & Manufacturing (1) (3)	192,000	Owned
Colorado Springs, Colorado	Manufacturing (3)	82,000	Owned
Colorado Springs, Colorado	Manufacturing (3)	40,000	Leased
Decatur, Texas	Manufacturing (4)	359,000	Owned
Montpellier, France	Cleaning Services (3)	53,000	Owned
Yonezawa, Japan	Manufacturing (1) (3)	196,000	Owned
Kulim, Malaysia	Manufacturing (1) (3)	195,000	Owned
Wonju City, South Korea	Manufacturing (1)	35,000	Owned

1. Facility used by our Contamination Control Solutions Division.
2. This lease expires March 31, 2014, but is subject to two five-year renewal options.
3. Facility used by our Microenvironments Division.
4. Facility used by our Specialty Materials Division.

We lease approximately 4,200 square feet of manufacturing space in a facility located at 80 Ashby Road, Bedford, Massachusetts owned by Millipore Corporation pursuant to a Fourth Amended and Restated Membrane Manufacturing and Supply Agreement that expires March 31, 2014. We also lease approximately 13,000 square feet of research anddevelopment and manufacturing office space located in San Diego, California. Approximately 31,000 square feet of office, research and development and manufacturing space located in Franklin, Massachusetts was assumed pursuant to the Mykrolis acquisition of Extraction Systems, Inc. in 2005.

We also lease an aggregate of approximately 16,000 square feet of office, research and development and manufacturing space in three buildings located in Burlington, Massachusetts which we acquired in connection with our 2009 acquisition of a specialty coatings business. These leases are for a term expiring December 31, 2012. During 2011 we opened a new manufacturing facility in 20,000 square feet of leased space in Hsinchu, Taiwan for use by our Contamination Control Solutions Division.

We maintain a worldwide network of sales, service, repair and cleaning centers in the United States, Germany, France, Japan, Taiwan, Singapore, China and South Korea. Leases for our facilities expire through June 2016. We currently expect to be able to extend the terms of expiring leases or to find suitable replacement facilities on reasonable terms.

We believe that our facilities are well-maintained and suitable for their respective operations. All of our facilities are generally utilized within a normal range of production volume. In addition to our operating facilities, our former headquarters building in Chaska, Minnesota is unoccupied and held for sale.

Item 3. Legal Proceedings.

While we are not currently involved in any legal proceedings that we believe will have a material impact on our consolidated financial position, results of operations or cash flows, from time to time the Company may be a party to litigation involving claims against the Company arising in the ordinary course of our business. We are not aware of any material potential litigation or claims against us which would have a material adverse effect upon our financial statements.

Item 4. [Removed and Reserved.]

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PART II

Item 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information and Holders:

Entegris Common Stock, $0.01 par value, trades on the NASDAQ Global Select Market under the symbol ENTG . The following table sets forth the high and low sales prices of the Company shares for each full quarterly period during fiscal 2011 and 2010. As of February 10, 2012 there were 1,369 shareholders of record. On February 10, 2012, the last sale price reported on the Nasdaq Global Select Market for our common stock was $9.42 per share.

	Fiscal 2011		Fiscal 2010	
	Low	High	Low	High
First quarter	$ 6.98	$ 9.64	$ 3.61	$ 5.45
Second quarter	$ 7.50	$ 10.50	$ 3.69	$ 6.83
Third quarter	$ 6.35	$ 10.58	$ 3.72	$ 5.15
Fourth quarter	$ 6.00	$ 9.20	$ 4.53	$ 7.73

Dividend Policy:

The Company has never declared or paid any cash dividends on its capital stock. The Company currently intends to retain all available earnings for use in its business operations and does not anticipate paying any cash dividends in the foreseeable future. Furthermore, our Restated Credit Agreement contains restrictions that limit our ability to pay dividends. On July 27, 2005 the Entegris Board of Directors declared a dividend of one common stock purchase right for each share of Entegris Common Stock outstanding to shareholders of record on August 8, 2005, payable on August 8, 2005. For a description of the Common Stock Rights Plan see Other Information in Item 1 above. Each right generally entitles the holder to purchase one one-hundredth of a share of a series of preferred stock of Entegris at a price of $50.

Issuer Sales of Unregistered Securities During the Past Three Years: None

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Comparative Stock Performance

The following graph compares the cumulative total shareholder return on the common stock of Entegris, Inc. from December 31, 2006 through December 31, 2011 with cumulative total return of (1) The NASDAQ Composite Index (NASDAQ), and (2) The Philadelphia Semiconductor Index, assuming $100 was invested at the close of trading December 31, 2006 in Entegris, Inc. common stock, the NASDAQ Composite Index and the Philadelphia Semiconductor Index and that all dividends are reinvested.

	December 31, 2006	December 31, 2007	December 31, 2008	December 31, 2009	December 31, 2010	December 31, 2011
Entegris, Inc.	$ 100.00	$ 79.76	$ 20.24	$ 48.78	$ 69.02	$ 80.66
NASDAQ Composite	$ 100.00	$ 113.87	$ 68.36	$ 99.37	$ 117.42	$ 116.49
Phila. Semi. Index	$ 100.00	$ 87.99	$ 46.47	$ 80.16	$ 113.64	$ 101.87

Issuer Purchases of Equity Securities:

None

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Item 6. Selected Financial Data.

The table that follows presents selected financial data for each of the last five fiscal years from the Company s consolidated financial statements and should be read in conjunction with the Company s Consolidated Financial Statements and the related Notes and with Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report on Form 10-K. The selected financial data set forth below as of December 31, 2011 and 2010 and for the fiscal years ended December 31, 2011, 2010 and 2009 are derived from our audited financial statements included in this Annual Report on Form 10-K. All other selected financial data set forth below is derived from our audited financial statements not included in this Annual Report on Form 10-K. Our historical results are not necessarily indicative of our results of operations to be expected in the future.

(In thousands, except per share amounts)	Year ended December 31, 2011	Year ended December 31, 2010	Year ended December 31, 2009	Year ended December 31, 2008	Year ended December 31, 2007
Operating Results					
Net sales	$ 749,259	$ 688,416	$ 398,644	$ 554,699	$ 626,238
Gross profit	325,930	310,643	137,812	211,515	266,237
Selling, general and administrative expenses	140,847	147,051	117,001	147,531	163,918
Engineering, research and development expenses	47,980	43,934	35,039	40,086	39,727
Amortization of intangible assets	10,225	13,231	19,237	19,585	18,874
Impairment of goodwill				473,799	
Restructuring charges			15,463	10,423	
Operating profit (loss)	126,878	106,427	(48,928)	(479,909)	43,718
Income (loss) before income taxes and equity in affiliate net income (loss)	127,964	101,481	(59,888)	(496,413)	56,619
Income tax expense (benefit)	4,217	15,006	(2,996)	19,201	10,356
Income (loss) from continuing operations	124,246	85,122	(57,759)	(515,897)	46,356
Net income (loss) attributable to Entegris, Inc.	123,846	84,356	(57,721)	(517,002)	44,359
Earnings Per Share Data					
Diluted earnings (loss) per share continuing operations	$ 0.91	$ 0.63	$ (0.49)	$ (4.58)	$ 0.37
Weighted average shares outstanding diluted	136,223	133,174	117,321	112,653	126,258
Operating Ratios % of net sales					
Gross profit	43.5%	45.1%	34.6%	38.1%	42.5%
Selling, general and administrative expenses	18.8	21.4	29.3	26.6	26.2
Engineering, research and development expenses	6.4	6.4	8.8	7.2	6.3
Amortization of intangible assets	1.4	1.9	4.8	3.5	3.0
Impairment of goodwill				85.4	
Restructuring charges			3.9	1.9	
Operating profit (loss)	16.9	15.5	(12.3)	(86.5)	7.0
Income (loss) before income taxes and equity in affiliate net income (loss)	17.1	14.7	(15.0)	(89.5)	9.0
Effective tax rate	3.3	14.8	5.0	(3.9)	18.3
Net income (loss) attributable to Entegris, Inc.	16.5	12.3	(14.5)	(93.2)	7.1

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(In thousands, except per share amounts)	Year ended December 31, 2011	Year ended December 31, 2010	Year ended December 31, 2009	Year ended December 31, 2008	Year ended December 31, 2007
Cash Flow Statement Data					
Depreciation and amortization	$ 37,064	$ 41,198	$ 50,127	$ 46,343	$ 43,776
Capital expenditures	30,267	16,794	13,162	26,987	26,919
Net cash provided by operating activities	157,286	140,898	4,193	66,260	132,017
Net cash (used in) provided by investing activities	(28,431)	(11,985)	(9,843)	(199,921)	50,800
Net cash provided by (used in) financing activities	10,864	(65,709)	(40,690)	82,681	(183,061)
Balance Sheet and Other Data					
Current assets	$ 502,999	$ 387,091	$ 267,458	$ 313,128	$ 382,621
Current liabilities	92,594	107,634	73,910	79,356	125,749
Working capital	410,405	279,457	193,548	233,772	256,872
Current ratio	5.43	3.60	3.62	3.95	3.04
Long-term debt			52,492	150,516	20,373
Shareholders equity	608,238	459,619	346,192	336,170	852,309
Total assets	724,663	601,385	504,672	597,824	1,035,241
Return on average shareholders equity %	23.2%	20.9%	(16.9)%	(87.0)%	4.7%
Shares outstanding at end of period	135,821	132,901	130,043	113,102	115,356

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Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of the Company s consolidated financial condition and results of operations should be read along with the consolidated financial statements and the accompanying notes to the consolidated financial information included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve numerous risks and uncertainties, including, but not limited to, those described in the Cautionary Statements sections of this Item 7 below. The Company s actual results may differ materially from those contained in any forward-looking statements. You should review the section entitled Risk Factors of this Annual Report on Form 10-K for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Cautionary Statements

This Annual Report on Form 10-K and the documents incorporated by reference in this Annual Report on Form 10-K contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The information in this Management s Discussion and Analysis of Financial Condition and Results of Operations, except for the historical information, contains forward-looking statements. These forward-looking statements reflect the Company s current views with respect to future events and financial performance. The words believe, expect, anticipate, intend, estimate, forecast, project, may, will, would, could, should and similar expressions are intended to forward-looking statements. You should read statements that contain these words carefully because they discuss future expectations, contain projections of future results of operations or of financial position or state other forward-looking information. All forecasts and projections in this report are forward-looking statements, and are based on management s current expectations of the Company s near-term results, based on current information available pertaining to the Company. The important factors listed below, as well as any cautionary language elsewhere in this Annual Report on Form 10-K, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations described in these forward-looking statements. The risks which could cause actual results to differ from those contained in such forward looking statements include, without limitation, the risks described in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 under the headings Risks Relating to our Business and Industry, Manufacturing Risks, International Risks and Risks Related to Owning Our Securities as well as in the Company s quarterly reports on Form 10-Q and current reports on Form 8-K as filed with the Securities and Exchange Commission. Any forward-looking statements in this Annual Report on Form 10-K are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements, possibly materially. We disclaim any duty to update any forward-looking statements.

Overview

This overview is not a complete discussion of the Company s financial condition, changes in financial condition and results of operations; it is intended merely to facilitate an understanding of the most salient aspects of its financial condition and operating performance and to provide a context for the detailed discussion and analysis that follows and must be read in its entirety in order to fully understand the Company s financial condition and results of operations.

Entegris, Inc. is a leading provider of products and services that purify, protect and transport the critical materials used in key technology-driven industries. Entegris derives most of its revenue from the sale of products and services to the semiconductor and related industries. The Company s customers consist primarily of semiconductor manufacturers, semiconductor equipment and materials suppliers as well as thin film transistor-liquid crystal display (TFT-LCD) and hard disk manufacturers, which are served through direct sales efforts, as well as sales and distribution relationships, in the United States, Asia, Europe and the Middle East.

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The Company offers a diverse product portfolio which includes more than 17,000 standard and customized products that it believes provide the most comprehensive offering of contamination control solutions and microenvironment products and services to the microelectronics industry. Certain of these products are unit-driven and consumable products that rely on the level of semiconductor manufacturing activity to drive growth, while others rely on expansion of manufacturing capacity to drive growth. The Company s unit-driven and consumable products includes membrane-based liquid filters and housings, metal-based gas filters, resin-based gas purifiers, wafer shippers, disk-shipping containers and test assembly and packaging products and consumable graphite and silicon carbide components used in plasma etch, ion implant and chemical vapor deposition processes in semiconductor manufacturing. The Company s capital expense-driven products include components, systems and subsystems that use electro-mechanical, pressure differential and related technologies to permit semiconductor and other electronics manufacturers to monitor and control the flow and condition of process liquids used in these manufacturing processes, and process carriers that protect the integrity of in-process wafers.

Key operating factors Key factors, which management believes have the largest impact on the overall results of operations of Entegris, Inc., include:

Level of sales Since a significant portion of the Company s product costs (except for raw materials, purchased components and direct labor) are largely fixed in the short-to-medium term, an increase or decrease in sales affects gross profits and overall profitability significantly. Also, increases or decreases in sales and operating profitability affect certain costs such as incentive compensation and commissions, which are highly variable in nature. The Company s sales are subject to the effects of industry cyclicality, technological change, substantial competition, pricing pressures and foreign currency fluctuation.

Variable margin on sales The Company s variable margin on sales is determined by selling prices and the costs of manufacturing and raw materials. This is affected by a number of factors, which include the Company s sales mix, purchase prices of raw material (especially polymers, stainless steel and purchased components), competition, both domestic and international, direct labor costs, and the efficiency of the Company s production operations, among others.

Fixed cost structure. The Company s operations include a number of large fixed or semi-fixed cost components, which include salaries, indirect labor and benefits, facility costs, lease expense, and depreciation and amortization. It is not possible to vary these costs easily in the short-term as volumes fluctuate. Accordingly, increases or decreases in sales volume can have a large effect on the usage and productivity of these cost components, resulting in a large impact on the Company s profitability.

Overall Summary of Financial Results for the Year Ended December 31, 2011

The Company s financial results for the year ended December 31, 2011 reflected the continued recovery of global economic conditions and, more specifically, the improvement in both the capital and unit-driven segments of the semiconductor industry that began during the second half of 2009. From a low point of $59.0 million in the first quarter of 2009, quarterly sales of the Company s products and services rose steadily on a sequential basis, reaching $209.2 million in the second quarter of 2011, before declining over the latter half of 2011 due to a slowdown in semiconductor industry capital spending and sluggish production rates. Total net sales for the year ended December 31, 2011 were $749.3 million, up $60.8 million, or 9%, from sales of $688.4 million for the year ended December 31, 2010.

Sales growth in 2011 reflected generally positive trends in the Company s core semiconductor markets, for both the Company s unit-driven and capital-driven products lines. Two of the Company s three operating segments experienced net sales increases, while the other operating segment s net sales were flat.

The sales increase in 2011 included favorable foreign currency translation effects of $34.6 million related to the year-over-year strengthening of most international currencies versus the U.S. dollar, most notably the Japanese yen, Korean won, Singaporean dollar, Euro and Taiwanese dollar. Excluding these factors, net sales rose approximately 4% in 2011 when compared to 2010.

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The year-over-year sales increase, along with a slight improvement in sales mix, accounted for higher gross profits in 2011. These factors were offset by reduced levels of factory utilization, underlying a gross margin rate for 2011 of 43.5% compared to 45.1% a year ago.

Operating costs, consisting of selling, general and administrative (SG&A) and engineering, research and development (ER&D) costs, fell nominally for the year ended December 31, 2011 when compared to the year-ago period.

As a result of the factors noted above, net income attributable to the Company for 2011 was $123.8 million, or $0.91 per diluted share, compared to net income attributable to the Company of $84.4 million, or $0.63 per diluted share, in 2010.

During 2011, the Company s operating activities provided cash flow of $157.3 million. Cash and cash equivalents were $273.6 million at December 31, 2011 compared with $134.0 million at December 31, 2010. The Company had no outstanding short-term bank borrowings or long-term debt at December 31, 2011.

Critical Accounting Policies

Management s discussion and analysis of financial condition and results of operations are based upon the Company s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires the Company to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. At each balance sheet date, management evaluates its estimates, including, but not limited to, those related to accounts receivable, sales return obligations, inventories, long-lived assets, income taxes and shared-based compensation. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. If management made different judgments or utilized different estimates, this could result in material differences in the amount and timing of the Company s results of operations for any period. In addition, actual results could be different from the Company s current estimates, possibly resulting in increased future charges to earnings.

The critical accounting policies affected most significantly by estimates, assumptions and judgments used in the preparation of the Company s consolidated financial statements are discussed below.

Accounts Receivable-Related Valuation Accounts The Company maintains allowances for doubtful accounts and for sales returns and allowances. Significant management judgments and estimates must be made and used in connection with establishing these valuation accounts.

The Company provides an allowance for doubtful accounts for all individual receivables judged to be unlikely for collection. In addition, for all other accounts receivable, the Company records an allowance for doubtful accounts based on a combination of factors. Specifically, management considers the age of receivable balances, historical bad debt write-off experience and current economic circumstances. The Company s allowance for doubtful accounts was $1.0 million and $1.1 million at December 31, 2011 and 2010, respectively.

An allowance for sales returns and allowances is established based on historical and current trends in both sales and product returns. At December 31, 2011 and 2010, the Company s reserve for sales returns and allowances was $0.7 million and $1.0 million, respectively.

Inventory Valuation The Company uses certain estimates and judgments to properly value its inventory. In general, the Company s inventories are recorded at the lower of cost or market. The Company evaluates its ending inventories for obsolescence and excess quantities each quarter. This evaluation includes analyses of inventory levels, historical write-off trends, expected product lives, and historical and projected sales levels by

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product. Inventories that are considered obsolete are written off or a full allowance is recorded. In addition, allowances are established for inventory quantities in excess of forecasted demand. Inventory allowances were $5.7 million and $6.4 million at December 31, 2011 and 2010, respectively.

The Company s inventories include materials and products subject to technological obsolescence, which are sold in highly competitive industries. If future demand or market conditions are less favorable than current conditions or the Company s projected outlook for sales, additional inventory write-downs or allowances may be required and would be reflected in cost of sales in the period the revision is made.

Impairment of Long-Lived Assets As of December 31, 2011, the Company had $130.6 million of net property, plant and equipment and $56.5 million of net intangible assets. The Company routinely considers whether indicators of impairment of the value of its long-lived assets, particularly its manufacturing equipment, and its intangible assets, are present. A long-lived asset (asset group) shall be tested for recoverability whenever events or changes in circumstances (triggering events) indicate that its carrying amount may not be recoverable. The following are examples of such events or changes in circumstances:

a. A significant decrease in the market price of a long-lived asset (asset group)

b. A significant adverse change in the extent or manner in which a long-lived asset (asset group) is being used or in its physical condition

c. A significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset (asset group), including an adverse action or assessment by a regulator

d. An accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset (asset group)

e. A current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset (asset group)

f. A current expectation that, more likely than not, a long-lived asset (asset group) will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

If such indicators are present, it is determined whether the sum of the estimated undiscounted cash flows attributable to the asset group in question is less than its carrying value. If less, an impairment loss is recognized based on the excess of the carrying amount of the asset group over its respective fair value. Fair value is determined by discounting estimated future cash flows, appraisals or other methods deemed appropriate. If the asset groups determined to be impaired are to be held and used, the Company recognizes an impairment charge to the extent the fair value attributable to the asset group is less than the assets carrying value. The fair value of the assets then becomes the assets new carrying value, which is depreciated or amortized over the remaining estimated useful life of the assets.

The Company s long-lived assets are grouped with other assets and liabilities at the lowest level (asset groups) for which the identifiable cash flows are largely independent of the cash flows of other assets and liabilities. The Company has four significant asset groups, identified by assessing the Company s identifiable cash flows and the interdependence of such cash flows: Contamination Control Solutions (CCS), Microenvironments (ME), Poco Graphite (POCO) and Entegris Specialty Coatings (ESC).

As described above, the evaluation of the recoverability of long-lived assets requires the Company to make significant estimates and assumptions. These estimates and assumptions primarily include, but are not limited to, the identification of the asset group at the lowest level of independent cash flows, the primary asset of the group and long-range forecasts of revenue and costs, reflecting management s assessment of general economic and industry conditions, operating income, depreciation and amortization and working capital requirements.

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Due to the inherent uncertainty involved in making these estimates, actual results could differ from those estimates. In addition, changes in the underlying assumptions would have a significant impact on the conclusion that an asset group s carrying value is recoverable, or the determination of any impairment charge if it was determined that the asset values were indeed impaired.

Based on improved economic conditions within the semiconductor industry and the absence of any other triggering events, the Company has not been required to perform impairment testing for any of its asset groups since the first quarter of 2009.

The Company will continue to monitor circumstances and events to determine whether asset impairment testing is warranted. It is possible that in the future the Company may no longer be able to conclude that there is no impairment of its long-lived assets, nor can the Company provide assurance that material impairment charges of long-lived assets will not occur in future periods.

Income Taxes In the preparation of the Company s consolidated financial statements, management is required to make significant estimates, assumptions and judgments in its determination of income taxes in each of the jurisdictions in which the Company operates. This process involves estimating actual current tax expense together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in the Company s consolidated balance sheets.

The Company has significant amounts of deferred tax assets. Management reviews its deferred tax assets for recoverability on a quarterly basis and assesses the need for valuation allowances. Management considers the positive and negative evidence for the potential utilization of its deferred tax assets. When management concludes that it is not more likely than not that the Company will realize certain deferred tax assets in the future, it records a valuation allowance for the portion of deferred tax assets management concluded will not be utilized.

The Company had U.S. gross deferred tax assets of $26.2 million and $44.4 million at December 31, 2011 and 2010, respectively, which comprises temporary differences and various credit carryforwards. At each date, management reviewed its U.S. deferred tax assets and concluded when it is not more likely than not that the Company would realize certain deferred tax assets. At December 31, 2011, the Company determined based upon the positive evidence of cumulative three-year income and the projected utilization of the Company s foreign tax credits within the carry forward period, it was more likely than not that the majority of the U.S. net deferred tax assets would be realized. As a result, the Company released the valuation allowance on all but $4.3 million of its U.S. deferred tax assets. At December 31, 2010, the negative evidence of a cumulative three-year U.S. operating loss and a finite carryforward period for the Company s U.S. foreign tax credits was sufficiently significant to outweigh all identified positive evidence. Accordingly, the Company maintained valuation allowances of $4.3 million and $43.5 million as of December 31, 2011 and 2010, respectively, with respect to U.S. deferred tax assets.

The Company had gross non-U.S. deferred tax asset positions before valuation allowance of $11.9 million and $15.4 million as of December 31, 2011 and 2010, respectively. At those dates, management determined that based upon the available evidence, a valuation allowance was required against certain non-U.S. deferred tax assets. Accordingly, the Company maintained valuation allowances of $0.3 million and $0.5 million as of December 31, 2011 and 2010, respectively, with respect to certain non-U.S. deferred tax assets. For other non-U.S. jurisdictions, principally Japan, management believes that it is more likely than not that the net deferred tax assets will be realized as management expects sufficient future earnings in those jurisdictions.

In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with management s expectations could have a material impact on the Company s financial condition and operating results.

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Share-Based Compensation U.S generally accepted accounting principles require the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on estimated fair values. The Company estimates the value of stock option and restricted stock awards on the date of grant.

The fair value of restricted stock and restricted stock unit awards is valued based on the Company s stock price on the date of grant. The fair value of stock option awards is estimated on the date of grant using an option-pricing model affected by the Company s stock price as well as assumptions regarding a number of complex and subjective variables. These variables include the expected stock price volatility over the expected term of the awards, risk-free interest rate and dividend yield assumptions, and actual and projected employee stock option exercise behaviors and forfeitures. Because share-based compensation expense recognized in the consolidated statement of operations is based on awards ultimately expected to vest, it is recorded net of estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures are estimated based on historical experience and current expectations.

If the above factors change, and the Company uses different assumptions in future periods, the share-based compensation expense recorded may differ significantly from what was recorded in the current period.

Results of Operations

Year ended December 31, 2011 compared to year ended December 31, 2010

The following table sets forth the results of operations and the relationship between various components of operations, stated as a percent of net sales, for the years ended December 31, 2011 and 2010. The Company s historical financial data was derived from its consolidated financial statements and related notes included elsewhere in this annual report.

	2011		2010	
(Dollars in thousands)		% of net sales		% of net sales
Net sales	$ 749,259	100.0%	$ 688,416	100.0%
Cost of sales	423,329	56.5	377,773	54.9
Gross profit	325,930	43.5	310,643	45.1
Selling, general and administrative expenses	140,847	18.8	147,051	21.4
Engineering, research and development expenses	47,980	6.4	43,934	6.4
Amortization of intangible assets	10,225	1.4	13,231	1.9
Operating income	126,878	16.9	106,427	15.5
Interest expense, net	659	0.1	3,516	0.5
Other (income) expense, net	(1,745)	(0.2)	1,430	0.2
Income before income taxes and equity in net loss of affiliates	127,964	17.1	101,481	14.7
Income tax expense	4,217	0.6	15,006	2.2
Equity in net (income) loss of affiliates	(499)	(0.1)	1,353	0.2
Net income	$ 124,246	16.6	$ 85,122	12.4

Net sales For the year ended December 31, 2011, net sales were $749.3 million, up $60.9 million, or 9%, from sales for the year ended December 31, 2010. Sales growth in 2011 reflected generally positive trends in the Company s core semiconductor markets, although the Company experienced lower net sales in the latter half of 2011 due to a slowdown in industry capital spending and sluggish production rates.

The Company s three operating segments experienced mixed sales results. See the Segment analysis included below in this section for additional detail.

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The sales increase in 2011 included favorable foreign currency translation effects of $34.6 million related to the year-over-year strengthening of most international currencies versus the U.S. dollar, most notably the Japanese yen, Korean won, Singaporean dollar, Euro and Taiwanese dollar. Excluding these factors, net sales rose approximately 4% in 2011 when compared to 2010.

On a geographic basis, total sales to North America were 29%, Asia Pacific 38%, Europe 14% and Japan 19% in 2011. Total sales to North America were 29%, Asia Pacific 39%, Europe 14% and Japan 18% in 2010. When comparing 2011 to 2010, all regions experienced year-over-year sales increases. Net sales to customers in North America, Asia, Europe, and Japan increased 10%, 5%, 12%, and 12%, respectively, from 2010 to 2011. A portion of the Asia, Europe, and Japan increases related to favorable foreign currency translation effects. Net of favorable currency translation effects, sales increased 0%, 7%, and 2% for Asia, Europe, and Japan, respectively.

Demand drivers for the Company s business primarily consist of semiconductor fab utilization and production (unit-driven) as well as capital spending for new or upgraded semiconductor fabrication equipment and facilities (capital-driven). The Company analyzes sales of its products by these two key drivers. Both unit-driven and capital-driven sales in 2011 increased as compared with 2010. Sales of unit-driven products represented 63% of sales and sales of capital-driven products represented 37% of total sales in 2011. This compares to a unit-driven to capital-driven ratio of 63:37 for 2010.

Sales of unit-driven products increased 9% in 2011. Unit-driven products generally have average lives of less than 18 months or need to be replaced based on usage levels. These products include liquid filters used in the photolithography, CMP and wet etch and clean processes, specialized graphite components, and wafer shippers used to ship raw wafers, particularly at wafer sizes of 200mm and below.

Year-over-year sales of capital-driven products increased 8% in 2011. Capital-driven products include wafer process carriers, gas microcontamination control systems used in the deployment of advanced photolithography processes, fluid handling systems, including dispense pumps used in the photolithography process, and integrated liquid flow controllers used in various processes around the fab.

The Company believes the sales increases noted above are primarily volume driven. Based on the information available, the Company believes it improved or maintained market share for its products and that the effect of selling price erosion was nominal. Additionally, given that no single customer accounts for more than 10% of the Company s annual revenue, the increase in sales has not been driven by any one particular customer or group of customers, but rather by the semiconductor and other high-technology sectors as a whole.

Gross profit Gross profit for 2011 increased by $15.3 million, to $325.9 million, an increase of 5% from $310.6 million for 2010. The gross margin rate for 2011 was 43.5% versus 45.1% for 2010.

The year-over-year sales increase, along with a slight improvement in sales mix, accounted for the Company s higher gross profit in 2011. These factors were offset by reduced levels of factory utilization, underlying the lower comparative gross margin rate in 2011 when compared to 2010.

Selling, general and administrative expenses Selling, general and administrative (SG&A) expenses for 2011 decreased $6.2 million, or 4%, to $140.8 million from $147.1 million in 2010. SG&A expenses, as a percent of net sales, decreased to 18.8% from 21.4% a year earlier, reflecting the increase in net sales and decrease in SG&A expenditure levels.

The decrease in SG&A expenses was due to lower employee costs of $3.1 million, mainly reflecting decreases in incentive compensation in 2011, as well as decreases in professional fees of $2.1 million and lower sales commission expense of $1.5 million. In addition, the decrease in SG&A costs is partially offset by unfavorable foreign currency translation effects of $5.3 million.

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Included in the twelve-month period ended December 31, 2011 is a $0.7 million gain associated with the pension curtailment of the Company s Japan defined benefit pension plan. Refer to Note 13 to the Company s consolidated financial statements for further discussion.

Engineering, research and development expenses Engineering, research and development (ER&D) expenses related to the support of current product lines and the development of new products and manufacturing technologies increased by $4.0 million, or 9%, to $48.0 million in 2011 compared to $43.9 million in 2010. ER&D expenses as a percent of net sales were 6.4% compared to 6.4% a year ago, with the increase in ER&D expenditure levels offset by the effect of increased net sales.

The increase in ER&D expense mainly reflects higher employee costs and increases in overall ER&D expense levels related to the support of current product lines and the development of new products and manufacturing technologies. In addition, the increase in ER&D costs reflects unfavorable foreign currency translation effects of $0.8 million.

Moving into 2012, the Company is committed to the ER&D spending and capital investment needed to sustain its initiative in 450 mm wafer handling as that technology is adopted over the next several years. In addition, the Company also intends to invest in its core membrane and coatings technologies to continue to create differentiated and high-value, unit-driven products for the most advanced and demanding semiconductor applications.

Amortization of intangible assets Amortization of intangible assets was $10.2 million in 2011 compared to $13.2 million for 2010. The decline reflects the absence of amortization expense for certain acquired developed technology and trade name assets that became fully amortized in either 2010 or 2011.

Interest expense Interest expense was $0.9 million in 2011 compared to net interest expense of $3.6 million in 2010. The variance was mainly due to absence of outstanding debt in 2011. Interest expense in 2011 included a charge of $0.3 million for the accelerated write-off of previously capitalized debt issuance costs associated with the replacement of the Company s existing revolving credit facility with a new agreement. Interest expense for 2010 also included a charge for the accelerated write-off of previously capitalized debt issuance costs in the amount of $0.9 million

Interest income Interest income was $0.2 million in 2011 compared to interest income of $0.1 million in 2010. The increase is due to a considerably higher average invested cash balance in 2011.

Other (income) expense, net Other income was $1.7 million in 2011 compared to other expense of $1.4 million in 2010. In 2011, other income primarily relates to a $1.5 million gain recorded in connection with the sale of an equity investment.

In 2010, other expense reflects foreign currency transaction losses of $2.3 million, primarily related to the remeasurement of yen-denominated assets and liabilities held by the Company s U.S. entity, offset in part by gains of $0.9 million on the sale of the Company s interest in two equity investments.

Income tax expense The Company recorded income tax expense of $4.2 million in 2011 compared to an income tax expense of $15.0 million in 2010. The Company s year-to-date effective tax rate was 3.3% in 2011, compared to 14.8% in 2010.

In 2011, the Company s effective tax rate was lower than the U.S. statutory rate of 35% due mainly to the $41.0 million benefit to tax expense from the reduction of the Company s deferred tax asset valuation allowance. Management concluded it is more likely than not that the Company will realize the U.S. net deferred tax assets and thereby released the valuation allowance on most of its U.S. deferred tax assets. The $41.0 million of benefit to tax expense comprises $19.8 million from the U.S. utilization of deferred tax assets during the year, $0.2 million from the utilization of foreign deferred tax assets, and $21.0 million is attributed to the release of the valuation allowance at December 31, 2011.

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In 2010, the Company s effective tax rate was lower than U.S. statutory rates mainly due to the $13.7 million decrease in the Company s U.S. deferred tax asset valuation allowance. Management concluded the Company will realize certain deferred tax assets related to current taxes payable and has thus released the allowance for a portion of its U.S. deferred tax assets. The effective tax rate also benefitted from the Company s tax holiday in Malaysia whereby, as a result of employment commitments, research and development expenditures and capital investments made by the Company, income from certain manufacturing activities in Malaysia is exempt from income taxes. The effective tax rate is also affected by lower tax rates in certain of the Company s taxable jurisdictions.

Equity in net (income) loss of affiliates The Company recorded equity in the net income of affiliates of $0.5 million in 2011 compared to equity in the net loss of affiliates of $1.4 million in 2010. Results in 2010 included an impairment loss of $2.2 million as the Company determined that one of its investments accounted under the equity method was partially impaired.

Net income attributable to Entegris, Inc. Net income attributable to the Company was $123.8 million, or $0.91 per diluted share, in 2011 compared to net income attributable to the Company of $84.4 million, or $0.63 per diluted share, in 2010. The improvement mainly reflects the Company s higher net sales and related gross profit increase, slightly reduced operating expenses and lower income tax expense, each described in greater detail above.

Non-GAAP Measures Information The Company s consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (GAAP). The Company also utilizes certain non-GAAP financial measures as a complement to financial measures provided in accordance with GAAP in order to better assess and reflect trends affecting the Company s business and results of operations. See Non-GAAP Information included below in this section for additional detail, including the reconciliation of GAAP measures to the Company s non-GAAP measures.

The Company s non-GAAP financial measures are Adjusted EBITDA and Adjusted Operating Income together with related measures thereof, and non-GAAP Earnings Per Share (EPS). Adjusted EBITDA increased 11% to $163.2 million in 2011, compared to $147.6 million in 2010. Adjusted EBITDA, as a percent of net sales, increased to 21.8% from 21.4% a year earlier. Adjusted Operating Income increased 14% to $136.4 million in 2011, compared to $119.7 million in 2010. Adjusted Operating Income, as a percent of net sales, increased to 18.2% from 17.4% a year earlier. Non-GAAP Earnings Per Share increased 11% to $0.79 in 2011, compared to $0.71 in 2010.

Segment Analysis

The following table and discussion concern the results of operations of the Company s three business segments for the years ended December 31, 2011 and 2010. See Note 16 Segment Reporting to the consolidated financial statements for additional information on the Company s three segments.

(In thousands)	2011	2010
Contamination Control Solutions:		
Net sales	$ 483,958	$ 435,858
Segment profit	140,313	122,891
Microenvironments:		
Net sales	$ 182,150	$ 182,485
Segment profit	29,959	38,930
Specialty Materials:		
Net sales	$ 83,151	$ 70,073
Segment profit	18,255	11,080

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Contamination Control Solutions (CCS)

For the year ended December 31, 2011, CCS net sales increased 11%, to $484.0 million, from $435.9 million in the comparable period last year. CCS reported a segment profit of $140.3 million for the year ended December 31, 2011 compared to $122.9 million in the comparable period last year, an increase of 14%.

CCS sales improved, particularly in the first half of the year, for all product groups, most notably for fluid handling components and systems, and liquid filtration products.

The increase in sales volume and the resulting improvement in gross profit primarily account for the year-over-year change in the segment s profitability. CCS operating expenses decreased 2%, mainly due to lower selling and engineering, research and development costs.

Microenvironments (ME)

For the year ended December 31, 2011, ME net sales remained relatively flat to $182.2 million, from $182.5 million in the comparable period last year. ME reported a segment profit of $30.0 million for the year ended December 31, 2011 compared to $38.9 million in the comparable period last year, a decrease of 23%.

The change in net sales reflected lower sales of data storage and 200mm wafer products, offset partly by higher sales of 300mm process and shipper products.

A decline in gross profit, reflecting an unfavorable sales mix and higher manufacturing expenses, and engineering, development and research costs on new products, accounted for the year-over-year decline in the segment s segment profit. ME operating expenses in 2011 were flat when compared to the year-ago amounts.

Specialty Materials (SMD)

For the year ended December 31, 2011, SMD net sales increased 19%, to $83.2 million, up from $70.1 million in the year ended December 31, 2010. SMD reported a segment profit of $18.3 million in 2011 compared to $11.1 million in 2010, an increase of 65%.

The sales increase and related improvement in profitability reflected higher demand for both SMD s specialty coated and graphite-based products used in semiconductor manufacturing and in other industrial markets. The increase in gross profit reflected the sharp increase in sales as well as improved factory utilization. In addition, SMD s operating expenses decreased 5% in 2011 compared to 2010, mainly reflecting lower selling and engineering, research and development costs.

Unallocated general and administrative expenses

Unallocated general and administrative expenses totaled $51.4 million for the year ended December 31, 2011 compared to $53.2 million for the year ended December 31, 2010.

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Year ended December 31, 2010 compared to year ended December 31, 2009

The following table sets forth the results of operations and the relationship between various components of operations, stated as a percent of net sales, for the years ended December 31, 2010 and 2009. The Company s historical financial data was derived from its consolidated financial statements and related notes included elsewhere in this annual report.

	2010		2009	
(Dollars in thousands)		% of net sales		% of net sales
Net sales	$ 688,416	100.0%	$ 398,644	100.0%
Cost of sales	377,773	54.9	260,832	65.4
Gross profit	310,643	45.1	137,812	34.6
Selling, general and administrative expenses	147,051	21.4	117,001	29.3
Engineering, research and development expenses	43,934	6.4	35,039	8.8
Amortization of intangible assets	13,231	1.9	19,237	4.8
Restructuring charges			15,463	3.9
Operating income (loss)	106,427	15.5	(48,928)	(12.3)
Interest expense, net	3,516	0.5	9,215	2.3
Other expense, net	1,430	0.2	1,745	0.4
Income (loss) before income taxes and equity in net loss of affiliates	101,481	14.7	(59,888)	(15.0)
Income tax expense (benefit)	15,006	2.2	(2,996)	(0.8)
Equity in net loss of affiliates	1,353	0.2	867	0.2
Net income (loss)	$ 85,122	12.4	$ (57,759)	(14.5)

Net sales For the year ended December 31, 2010, net sales were $688.4 million, up $289.8 million, or 73%, from sales for the year ended December 31, 2009. The Company s financial results for 2010 reflected the continuation of the recovery from the global economic recession and, more specifically, the severe downturn in both the capital and unit-driven segments of the semiconductor industry that began during the second half of the year ended December 31, 2008.

The Company s business downturn reached a trough during the first quarter of 2009. In the second quarter of 2009, the Company began to experience an upturn in bookings and sales of certain of its unit-driven, consumable products and recovery of the Company s capital-driven product lines began in the third quarter. From a low point of $59.0 million in the first quarter of 2009, sales of the Company s products and services rose steadily to $82.6 million, $110.7 million and $146.3 million in the second, third and fourth quarters of 2009, respectively. Quarterly sales increased to $160.5 million, $167.6 million, $178.2 million and $182.1 million in 2010.

Sales growth in 2010 reflected continued positive trends in the Company s core semiconductor markets. Each of the Company s three operating segments experienced significant net sales increases. See the Segment analysis included below in this section for additional detail.

The 2010 sales included favorable foreign currency translation effects of $18.4 million compared to 2009. This impact related to the year-over-year strengthening of most international currencies versus the U.S. dollar, most notably the Japanese yen, Korean won, Singaporean dollar and Taiwanese dollar, offset partly by a weaker Euro. The sales increase for 2010 also reflected the full-year inclusion of incremental sales of $6.1 million of the Company s Pureline subsidiary, which was acquired in July 2009. Excluding these factors, net sales rose approximately 67% in 2010 when compared to 2009.

On a geographic basis, total sales to North America were 29%, Asia Pacific 39%, Europe 14% and Japan 18% in 2010. Total sales to North America were 29%, Asia Pacific 36%, Europe 16% and Japan 19% in 2009. All regions experienced significant year-over-year sales increases when comparing 2010 to 2009. Net sales to

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customers in North America, Asia, Europe, and Japan increased 68%, 89%, 54%, and 69%, respectively. A portion of the Asia and Japan increases related to favorable foreign currency translation effects. Net of favorable currency translation effects, sales increased 79% and 58% for Asia and Japan, respectively. Sales in Europe rose approximately 60% compared to a year ago, excluding the unfavorable foreign currency translation effect.

Demand drivers for the Company s business primarily consist of semiconductor fab utilization and production (unit-driven) as well as capital spending for new or upgraded semiconductor fabrication facilities (capital-driven) The Company analyzes sales of its products by these two key drivers. Both unit-driven and capital-driven sales in 2010 increased as compared with 2009. Sales of unit-driven products represented 63% of sales and sales of capital-driven products represented 37% of total sales in 2010. This compares to a unit-driven to capital-driven ratio of 70:30 for 2009. The year-over-year shift in relative demand reflects the increase in capital spending by semiconductor customers after the very low spending for capacity-related products in the first half of 2009.

Sales of unit-driven products increased 54% in 2010. Unit-driven products generally have average lives of less than 18 months or need to be replaced based on usage levels. These products include liquid filters used in the photolithography, CMP and wet etch and clean processes, and wafer shippers used to ship raw wafers, particularly at wafer sizes of 200mm and below. Sales of shippers and liquid filtration products rose by 133% and 50%, respectively.

Year-over-year sales of capital-driven products increased 117% in 2010. Capital-driven products include wafer process carriers, gas microcontamination control systems used in the deployment of advanced photolithography processes, fluid handling systems, including dispense pumps used in the photolithography process, and integrated liquid flow controllers used in various processes around the fab. Sales of components and systems increased 120% led by higher sales of fitting valves and flow controllers. Sales of wafer transport products such as 200mm and 300mm FOUPs increased by 161%. Sales of gas microcontamination products, which consist of gas filters and purification systems, rose by 132%.

The Company believes the sales increases noted above were primarily volume driven. Based on the information available, the Company believes it improved or maintained market share for its products and that the effect of selling price erosion was nominal. Additionally, given that no single customer accounts for more than 10% of the Company s annual revenue, the increase in sales has not been driven by any one particular customer or group of customers, but rather by the recovery in the semiconductor and other high-technology sectors as a whole.

Gross profit Gross profit for 2010 increased by $172.8 million, to $310.6 million, an increase of 125% from $137.8 million for 2009. The gross margin rate for 2010 was 45.1% versus 34.6% for 2009.

The Company s considerably higher gross profit and improved gross margin compared to a year earlier mainly reflected the significant year-over-year sales increase and the associated increased levels of factory utilization. Sales increases, along with a slight improvement in sales mix, accounted for approximately 84% of the gross profit improvement in 2010.

The remaining gross profit improvements reflected improved factory utilization (approximately $12.7 million), the reduction in cost of sales period expense recorded in connection with manufacturing production falling below normal capacity (described in further detail below) and the absence of $4.6 million in incremental charges recorded in 2009 associated with the fair market value write-up of inventory acquired in business combinations. The inventory mark-ups were recorded in connection with the 2008 Poco Graphite, Inc. (POCO) and 2009 Pureline Co., Ltd. (Pureline) business combinations and were charged to cost of sales over inventory turns of the acquired inventory. The net reduction in charges associated with the amortization of the fair market value mark-ups had a favorable 0.7% impact on the Company s consolidated gross margin rate.

As noted in the preceding paragraph, the Company s gross profit and gross margin rate benefitted from the reduction in cost of sales period expense recorded in connection with manufacturing production falling below normal capacity. During 2009, the Company experienced very low levels of factory utilization, particularly

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during the first half of the year. Accordingly, the Company included in cost of sales period expense of $11.0 million in 2009 in connection with its below-capacity production levels. The comparable 2010 amount was $1.0 million. The net reduction in charges associated with below-capacity production levels had a favorable 1.5% impact on the Company s consolidated gross margin rate in 2010.

Selling, general and administrative expenses Selling, general and administrative (SG&A) expenses for 2010 increased $30.1 million, or 26%, to $147.1 million from $117.0 million in 2009. SG&A expenses, as a percent of net sales, decreased to 21.4% from 29.3% a year earlier, as the increase in net sales exceeded the growth in SG&A expenses.

The increase in SG&A expenses was due to higher employee costs ($23.0 million), mainly reflecting the reversal of salary reductions and the absence of unpaid employee furloughs put in place in 2009, as well as higher sales commission expense and incentive compensation in 2010. In addition, the increase in SG&A costs reflects unfavorable foreign currency translation effects of $3.8 million.

Engineering, research and development expenses Engineering, research and development (ER&D) expenses increased by $8.9 million, or 25%, to $43.9 million in 2010 compared to $35.0 million in 2009. ER&D expenses as a percent of net sales were 6.4% compared to 8.8% a year ago, reflecting the significant increase in net sales, offset partly by the increase in ER&D expenditure levels.

The increase in ER&D expense mainly reflects higher employee costs ($6.2 million), reflecting the reversal of salary reductions and the accrual of incentive compensation in 2010, as well as increases in overall ER&D expense levels related to the support of current product lines and the development of new products and manufacturing technologies.

Amortization of intangible assets Amortization of intangible assets was $13.2 million in 2010 compared to $19.2 million for 2009. The decline reflected the absence of amortization expense for certain acquired developed technology and tradename assets that became fully amortized in either 2009 or 2010.

Restructuring charges The Company incurred no restructuring charges in 2010. Restructuring charges of $15.5 million were recorded in 2009 associated with employee termination and other costs related to the business restructuring actions taken in response to the downturn in the semiconductor industry as well as the global business restructuring of the Company s sales and marketing function, manufacturing operations, and realignment of the global supply chain and other ancillary operational functions initiated late in 2008. See Note 10 to the Company s consolidated financial statements for additional detail.

Interest expense, net Net interest expense was $3.5 million in 2010 compared to net interest expense of $9.2 million in 2009. The decrease was due mainly to a significant decrease in the Company s average outstanding debt compared to a year ago. Interest expense for 2010 included a charge of $0.9 million for the accelerated write-off of previously capitalized debt issuance costs associated with a reduction in the Company s revolving credit commitment. See Note 8 to the Company s consolidated financial statements for additional detail.

Other expense, net Other expense was $1.4 million in 2010 compared to $1.7 million in 2009. In 2010, other expense included foreign currency transaction losses of $2.3 million, primarily related to the remeasurement of yen-denominated assets and liabilities held by the Company s U.S. entity, offset partly by gains of $0.9 million on the sale of the Company s interest in two equity investments.

In 2009, other expense included foreign currency transaction losses of $1.3 million, primarily related to the remeasurement of yen-denominated assets and liabilities held by the Company s U.S. entity, and an impairment loss on an equity investment of $1.0 million in the fourth quarter of 2009.

Income tax expense (benefit) The Company recorded income tax expense of $15.0 million in 2010 compared to an income tax benefit of $3.0 million in 2009. The Company s year-to-date effective tax rate was 14.8% in 2010, compared to (5.0)% in 2009.

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In 2010, the Company s effective tax rate was lower than U.S. statutory rates mainly due to the $13.7 million decrease in the Company s U.S. deferred tax asset valuation allowance. Management concluded the Company will realize certain deferred tax assets related to current taxes payable and thus released the allowance for a portion of its U.S. deferred tax assets. The effective tax rate also benefitted from the Company s tax holiday in Malaysia whereby, as a result of employment commitments, research and development expenditures and capital investments made by the Company, income from certain manufacturing activities in Malaysia is exempt from income taxes. The effective tax rate is also affected by lower tax rates in certain of the Company s taxable jurisdictions.

In 2009, the Company s tax benefit was lower than expected under U.S. statutory rates, mainly due to the $15.1 million increase in the Company s U.S. deferred tax asset valuation allowance. Management concluded that it was not more likely than not that the Company would realize certain deferred tax assets associated with 2009 domestic operating losses, and thus provided an allowance for the portion of deferred tax assets that management concluded will not be utilized. The Company also reduced its foreign valuation allowance by $0.2 million.

Equity in loss of affiliates The Company recorded equity in the net loss of affiliates of $1.4 million in 2010 compared to equity in the net loss of affiliates of $0.9 million in 2009. Results in 2010 included an impairment loss of $2.2 million as the Company determined that one of its investments accounted under the equity method was partially impaired.

Net income (loss) attributable to Entegris, Inc. Net income attributable to the Company was $84.4 million, or $0.63 per diluted share, in 2010 compared to a net loss attributable to the Company of $57.7 million, or $0.49 per diluted share, in 2009. The improvement mainly reflected the Company s significantly higher net sales and corresponding increase in gross profit, partly offset by higher SG&A and ER&D expenses, as described in greater detail above.

Segment Analysis

The following table and discussion concern the results of operations of the Company s three business segments for the years ended December 31, 2010 and 2009. See Note 16 Segment Reporting to the consolidated financial statements for additional information on the Company s three segments.

(In thousands)	2010	2009
Contamination Control Solutions:		
Net sales	$ 435,858	$ 241,163
Segment profit	122,891	29,118
Microenvironments:		
Net sales	$ 182,485	$ 111,465
Segment profit	38,930	2,153
Specialty Materials:		
Net sales	$ 70,073	$ 46,016
Segment profit	11,080	4,257

Contamination Control Solutions (CCS)

For the year ended December 31, 2010, CCS net sales increased 81%, to $435.9 million, from $241.2 million in 2009. CCS reported a segment profit of $122.9 million for the year ended December 31, 2010 compared to $29.1 million a year earlier, an increase of 322%.

CCS recorded strong growth for all product lines in 2010, particularly for sales of gas filtration and components and systems products, reflecting the continuation of the recovery in the semiconductor industry that began during the second quarter of 2009. The sales increase for 2010 included incremental sales of $6.1 million from the Company s Pureline subsidiary acquired in July 2009.

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The sharp increase in sales volume and the resulting improvement in gross profit primarily account for the year-over-year change in the segment s profitability. Slightly offsetting the absolute dollar increase in gross profit, CCS operating expenses increased 31%, due mainly to higher selling and engineering, research and development costs.

Microenvironments (ME)

For the year ended December 31, 2010, ME net sales increased 64%, to $182.5 million, from $111.5 million in 2009. ME reported a segment profit of $38.9 million for the year ended December 31, 2010 compared to $2.2 million a year earlier.

The increase in net sales reflected the improving economic and semiconductor industry conditions noted above, with higher demand for all ME product lines, particularly wafer process and wafer shipper products.

The resulting improvement in gross profit associated with the increase in sales volume primarily accounted for the year-to-year change in the segment s profit. Slightly offsetting the increase in gross profit, ME operating expenses increased 31%, due mainly to higher selling and engineering, research and development costs.

Specialty Materials (SMD)

For the year ended December 31, 2010, SMD net sales increased 52%, to $70.1 million, up from $46.0 million in 2009. SMD reported a segment profit of $11.1 million in 2010 compared to $4.3 million a year earlier, an increase of 160%.

The sales increase and related improvement in profitability reflected higher demand for both SMD s specialty coated and graphite-based products used in semiconductor manufacturing and in other industrial markets. The increase in gross profit was due to the sharp increase in sales as well as a reduction in period expense recorded in cost of sales in connection with below-capacity manufacturing production levels at the segment s POCO subsidiary. SMD s operating expenses rose 15% in 2010 compared to 2009, due mainly to higher selling and engineering, research and development costs.

Quarterly Results of Operations

The following table presents selected data from the Company s consolidated statements of operations for the eight quarters ended December 31, 2011. This unaudited information has been prepared on the same basis as the audited consolidated financial statements appearing elsewhere in this annual report. All adjustments that management considers necessary for the fair presentation of the unaudited information have been included in the quarters presented.

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QUARTERLY STATEMENTS OF OPERATIONS DATA (UNAUDITED)

	2010				2011			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
(In thousands)								
Net sales	$ 160,511	$ 167,575	$ 178,230	$ 182,100	$ 203,125	$ 209,198	$ 173,014	$ 163,922
Gross profit	73,151	77,127	79,856	80,509	88,345	95,143	74,828	67,614
Selling, general and administrative expenses	35,782	36,592	36,478	38,199	35,790	39,126	33,533	32,398
Engineering, research and development expenses	10,820	10,736	11,381	10,997	12,532	12,462	11,957	11,029
Amortization of intangible assets	4,272	3,364	2,823	2,772	2,689	2,569	2,505	2,462
Operating profit	22,277	26,435	29,174	28,541	37,334	40,986	26,833	21,725
Net income attributable to Entegris, Inc.	16,550	18,385	22,418	27,003	29,175	32,522	21,988	40,161

	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
(Percent of net sales)								
Net sales	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Gross profit	45.6	46.0	44.8	44.2	43.5	45.5	43.2	41.2
Selling, general and administrative expenses	22.3	21.8	20.5	21.0	17.6	18.7	19.4	19.8
Engineering, research and development expenses	6.7	6.4	6.4	6.0	6.2	6.0	6.9	6.7
Amortization of intangibles	2.7	2.0	1.6	1.5	1.3	1.2	1.4	1.5
Operating profit	13.9	15.8	16.4	15.7	18.4	19.6	15.5	13.3
Net income attributable to Entegris, Inc.	10.3	11.0	12.6	14.8	14.4	15.5	12.7	24.5

The Company s quarterly results of operations have been, and will likely continue to be, subject to significant fluctuations due to a variety of factors, a number of which are beyond the Company s control.

The Company s financial results for the two-year period ended December 31, 2011 reflected the recovery of global economic conditions and, more specifically, the improvement in both the capital and unit-driven segments of the semiconductor industry that began during the second half of 2009.

From a low point of $59.0 million in the first quarter of 2009, quarterly sales of the Company s products and services rose steadily on a sequential basis, reaching $209.2 million in second quarter of 2011, before declining over the latter half of 2011 due to a slowdown in semiconductor industry capital spending and sluggish production rates.

The variability in sales was the single most important factor underlying the changes in the Company s gross profit and operating income over the past eight quarters.

Liquidity and Capital Resources

The Company has historically financed its operations and capital requirements through cash flow from its operating activities, long-term loans, lease financing and borrowings under domestic and international short-term lines of credit. In fiscal 2000 and 2009, the Company raised capital via public offerings of its common stock.

Operating activities

Net cash flow provided by operating activities totaled $157.3 million for the year ended December 31, 2011. Cash generated by the Company s operations included net income of $124.2 million, as well as the impact of various non-cash charges, primarily depreciation and amortization of $37.1 million and share-based compensation expense of $7.5 million. The net impact of changes in operating assets and liabilities, mainly reflecting decreases in accounts receivable, inventory, and accounts payable and accrued expenses, nominally added to the cash otherwise generated by the Company s operations.

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Working capital stood at $410.4 million at December 31, 2011, including $273.6 million in cash and cash equivalents, up from $279.5 million as of December 31, 2010, including $134.0 million in cash and cash equivalents.

Accounts receivable, net of foreign currency translation adjustments, decreased by $19.3 million during 2011. This decrease reflects the year-over-year decline in bookings and sales of the Company s products. The Company s days sales outstanding was 60 days compared to 63 days at the beginning of the year.

Inventories at the end of 2011 decreased by $3.6 million from a year earlier, after taking into account the impact of foreign currency translation adjustments and the provision for excess and obsolete inventory.

Accounts payable and accrued expenses, net of foreign currency translation adjustments, were $15.1 million lower than a year ago due mainly to a lower year-end incentive accrual (by $10.3 million), which will be paid during the first quarter of 2012.

The Company made income tax payments, net of refunds, of $22.0 million in 2011.

Investing activities Cash flow used in investing activities totaled $28.4 million in 2011. Acquisition of property and equipment totaled $30.3 million, primarily for additions related to manufacturing equipment, information systems, and tooling. The Company received cash of $1.8 million in connection with its sale of an equity investment.

During 2012, the Company intends to make significant investments in equipment and tooling to manufacture 450mm wafer handling products and to establish an advanced membrane manufacturing and development center for critical filtration applications. Under the terms of its revolving credit facility, the Company is restricted from making capital expenditures in excess of $60 million during any fiscal year. The Company does not anticipate that this limit on capital expenditures will have an adverse effect on the Company s operations.

Financing activities Cash provided by financing activities totaled $10.9 million during 2011. The Company received proceeds of $11.7 million in connection with common shares issued under the Company s stock plans. The Company paid $1.5 million in connection with its purchase of the noncontrolling interest in one of the Company s subsidiaries.

On June 9, 2011, the Company entered into a Credit Agreement (the Agreement) with Wells Fargo Bank, National Association (Wells), as administrative agent, and Citibank, N.A. The Agreement replaces the Company s amended and restated Credit Agreement (the Prior Facility) with Wells, as agent, and certain other banks party thereto, dated March 2, 2009. The Prior Facility provided for a $60 million revolving credit facility maturing November 1, 2011. The Company did not have outstanding borrowings under the Prior Facility at the time of termination. The Agreement provides for a $30 million revolving credit facility maturing June 9, 2014. There were no outstanding borrowings under the Agreement at December 31, 2011.

The financial covenants in the Agreement replace those in the Prior Facility. The Agreement requires that the Company maintain a cash flow leverage ratio of at least 3.0 to 1.0, measured by comparing quarterly total funded debt to EBITDA. At all times the Company and its subsidiaries must maintain minimum cash, cash equivalents and certain other approved investments of at least $25 million, with $10 million held by the Borrowers with the Agent or its affiliates in bank accounts in the United States. Cash, cash equivalents and investments held by foreign subsidiaries are valued at 65% of the applicable currency value for purposes of these calculations. Through December 31, 2011, the Company was in compliance with all applicable debt covenants included in the terms of the Agreement.

The Company also has a line of credit with two banks that provide for borrowings of Japanese yen for the Company s Japanese subsidiary, equivalent to an aggregate of approximately $15.5 million. There were no outstanding borrowings under these lines of credit at December 31, 2011.

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On October 5, 2011, the Company s Board of Directors authorized the repurchase of up to $50 million of its common stock in open market transactions or in privately negotiated transactions in accordance with a repurchase plan under SEC Rule 10b-18 and Rule 10b5-1 in accordance with pricing guidelines approved by the Company s Board of Direcotrs. There were no shares repurchased under this authorization as of December 31, 2011

At December 31, 2011, the Company s shareholders equity stood at $608.2 million, up 32% from $459.6 million at the beginning of the year. The increase reflected net income attributable to the Company of $123.8 million, an increase in additional paid-in capital of $7.5 million associated with share-based compensation expense, proceeds of $11.7 million received in connection with common shares issued under the Company s stock option and employee stock purchase plans, $0.7 million in tax benefits associated with the stock plans, an increase of $3.5 million associated with the purchase of the noncontrolling interest in one of the Company s subsidiaries, a $2.4 million reduction in the Company s minimum pension liability adjustment and cumulative translation adjustments of $0.7 million. These increases were offset by a $1.7 million reclassification associated with the sale of an equity method investee.

As of December 31, 2011, the Company s sources of available funds were its cash and cash equivalents of $273.6 million, funds available under its revolving credit facility and international credit facilities and cash flow generated from operations.

The Company believes that its cash and cash equivalents, funds available under the revolving credit facility and international credit facilities and cash flow generated from operations will be sufficient to meet its working capital and investment requirements for the next twelve months. If available liquidity is not sufficient to meet the Company s operating obligations as they come due, management will need to pursue alternative arrangements through additional equity or debt financing in order to meet the Company s cash requirements. However, there can be no assurance that any such financing would be available on commercially acceptable terms.

New Accounting Pronouncements

At this time, the Company does not anticipate that recently issued accounting guidance that has not yet been adopted will have a material impact on its consolidated financial statements. Refer to Note 1 to the Company s consolidated financial statements for a discussion of recently issued accounting pronouncements.

Contractual Obligations

The following table summarizes the maturities of the Company s significant financial obligations as of December 31, 2011:

		Maturity by fiscal year					
(In thousands)	Total	2012	2013	2014	2015	2016	Thereafter
Pension obligations	$ 16,007	$ 25	$ 23	$ 306	$ 345	$ 229	$ 15,079
Operating leases	15,555	6,720	5,274	2,176	907	478	
Total	$ 31,562	$ 6,745	$ 5,297	$ 2,482	$ 1,252	$ 707	$ 15,079

Unrecognized tax benefits[1]

[1] The Company had $2.5 million of total gross unrecognized tax benefits at December 31, 2011. The timing of any payments associated with these unrecognized tax benefits will depend on a number of factors. Accordingly, the Company cannot make reasonably reliable estimates of the amount and period of potential cash settlements, if any, with taxing authorities.

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Non-GAAP Information The Company s consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (GAAP).

The Company also provides certain non-GAAP financial measures as a complement to financial measures provided in accordance with GAAP in order to better assess and reflect trends affecting the Company s business and results of operations. Regulation G, *Conditions for Use of Non-GAAP Financial Measures*, and other regulations under the Securities Exchange Act of 1934, as amended, define and prescribe the conditions for use of certain non-GAAP financial information. The Company provides non-GAAP financial measures of Adjusted EBITDA and Adjusted Operating Income together with related measures thereof, and non-GAAP Earnings Per Share (EPS).

Adjusted EBITDA, a non-GAAP term, is defined by the Company as net income attributable to Entegris, Inc. before (1) net income (loss) attributable to noncontrolling interest, (2) equity in net income (loss) of affiliates, (3) income tax expense (benefit), (4) other expense (income), net, (5) interest expense, net, (6) amortization of intangible assets, (7) gain associated with pension curtailment, and (8) depreciation. Adjusted Operating Income, another non-GAAP term, is defined by the Company as its Adjusted EBITDA less depreciation. The Company also utilizes non-GAAP measures whereby Adjusted EBITDA and Adjusted Operating Income are each divided by the Company s net sales to derive Adjusted EBITDA Margin and Adjusted Operating Margin, respectively.

Non-GAAP EPS, a non-GAAP term, is defined by the Company as net income attributable to Entegris, Inc. before (1) amortization of intangible assets, (2) accelerated write-off of debt-issuance costs, (3) gain on sale of equity investments, (4) gain associated with pension curtailment, (5) impairment of equity investments, (6) the tax effect of the aforementioned adjustments to net income attributable to Entegris, Inc. and (7) reversal of deferred tax valuation allowance divided by weighted common shares outstanding.

The Company provides supplemental non-GAAP financial measures to better understand and manage its business and believes these measures provide investors and analysts additional and meaningful information for the assessment of the Company s ongoing results. Management also uses these non-GAAP measures to assist in the evaluation of the performance of its business segments and to make operating decisions.

Management believes the Company s non-GAAP measures help indicate the Company s baseline performance before certain gains, losses or other charges that may not be indicative of the Company s business or future outlook and offer a useful view of business performance in that the measures provide a more consistent means of comparing performance. The Company believes the non-GAAP measures aid investors overall understanding of the Company s results by providing a higher degree of transparency for such items and providing a level of disclosure that will help investors understand how management plans, measures and evaluates the Company s business performance. Management believes that the inclusion of non-GAAP measures provides consistency in its financial reporting and facilitates investors understanding of the Company s historic operating trends by providing an additional basis for comparisons to prior periods.

Management uses Adjusted EBITDA and Adjusted Operating Income to assist it in evaluations of the Company s operating performance by excluding items that management does not consider as relevant in the results of its ongoing operations. Internally, these non-GAAP measures are used by management for planning and forecasting purposes, including the preparation of internal budgets; for allocating resources to enhance financial performance; for evaluating the effectiveness of operational strategies; and for evaluating the Company s capacity to fund capital expenditures, secure financing and expand its business.

In addition, and as a consequence of the importance of these non-GAAP financial measures in managing its business, the Company s Board of Directors uses non-GAAP financial measures in the evaluation process to determine management compensation.

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The Company believes that certain analysts and investors use Adjusted EBITDA, Adjusted Operating Income and non-GAAP EPS as supplemental measures to evaluate the overall operating performance of firms in the Company s industry. Additionally, lenders or potential lenders use Adjusted EBITDA measures to evaluate the Company s creditworthiness.

The presentation of non-GAAP financial measures is not meant to be considered in isolation, as a substitute for, or superior to, financial measures or information provided in accordance with GAAP. Management strongly encourages investors to review the Company s consolidated financial statements in their entirety and to not rely on any single financial measure.

Management notes that the use of non-GAAP measures has limitations:

First, non-GAAP financial measures are not standardized. Accordingly, the methodology used to produce the Company s non-GAAP financial measures is not computed under GAAP and may differ notably from the methodology used by other companies. For example, the Company s non-GAAP measure of Adjusted EBITDA may not be directly comparable to EBITDA or an adjusted EBITDA measure reported by other companies.

Second, the Company s non-GAAP financial measures exclude items such as amortization of intangibles and depreciation that are recurring. Amortization of intangibles and depreciation have been, and will continue to be for the foreseeable future, a significant recurring expense with an impact upon the Company s results of operations, notwithstanding the lack of immediate impact upon cash flows.

Third, there is no assurance the Company will not have restructuring activities, gains or losses on the sale of equity investments, accelerated write-offs of debt-issuance costs, or similar items in the future and, therefore, may need to record additional charges (or credits) associated with such items, including the tax effects thereon. The exclusion of these items from the Company s non-GAAP measures should not be construed as an implication that these costs are unusual, infrequent or non-recurring.

Management considers these limitations by providing specific information regarding the GAAP amounts excluded from these non-GAAP financial measures and evaluating these non-GAAP financial measures together with their most directly comparable financial measures calculated in accordance with GAAP. The calculations of Adjusted EBITDA, Adjusted operating income, and non-GAAP EPS, and reconciliations between these financial measures and their most directly comparable GAAP equivalents are presented below in the accompanying tables.

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Reconciliation of GAAP measures to Adjusted Operating Income and Adjusted EBITDA

	Twelve months ended	
	December 31, 2011	December 31, 2010
Net sales	$ 749,259	$ 688,416
Net income attributable to Entegris, Inc.	$ 123,846	$ 84,356
Adjustments to net income attributable to Entegris, Inc.		
Net (loss) income attributable to noncontrolling interest	400	766
Equity in net (income) loss of affiliates	(499)	1,353
Income tax (benefit) expense	4,217	15,006
Other (income) expense, net	(1,745)	1,430
Interest expense, net	659	3,516
GAAP Operating income	126,878	106,427
Gain associated with pension curtailment	(726)	
Amortization of intangible assets	10,225	13,231
Adjusted operating income	136,377	119,658
Depreciation	26,839	27,967
Adjusted EBITDA	163,216	147,625
Adjusted operating margin	18.2%	17.4%
Adjusted EBITDA as a % of net sales	21.8%	21.4%

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Reconciliation of GAAP measure to Non-GAAP Earnings per Share

	Twelve months ended	
	December 31, 2011	December 31, 2010
GAAP net income attributable to Entegris, Inc.	$ 123,846	$ 84,356
Adjustments to net income attributable to Entegris, Inc.:		
Amortization of intangible assets	10,225	13,231
Accelerated write-off of debt issuance costs	282	890
Gain on sale of equity investment	(1,523)	(892)
Gain associated with pension curtailment	(726)	
Impairment of equity investment		2,164
Tax effect of adjustments to net income attributable to Entegris, Inc.	(3,355)	(4,871)
Reversal of deferred tax valuation allowance (1)	(20,999)	
Non-GAAP net income attributable to Entegris, Inc.	$ 107,750	$ 94,878
Diluted earnings per common share attributable to Entegris, Inc.:	$ 0.91	$ 0.63
Effect of adjustments to net income attributable to Entegris, Inc.	$ 0.12	$ 0.08
Diluted non-GAAP earnings per common share attributable to Entegris, Inc.:	$ 0.79	$ 0.71

(1) This amount represents the reversal of the remaining valuation allowance on certain of the Company s deferred tax assets. The amount excludes the reversal of the valuation allowance on those deferred tax assets realized in 2011 and 2010 based on earnings in those years.

Quantitative and Qualitative Disclosure About Market Risks

Entegris principal financial market risks are sensitivities to interest rates and foreign currency exchange rates. The Company s interest-bearing cash equivalents and short-term investments are subject to interest rate fluctuations. The Company s cash equivalents are instruments with maturities of three months or less. A 100 basis point change in interest rates would potentially increase or decrease annual net income by approximately $1.7 million annually.

The cash flows and results of operations of the Company s foreign-based operations are subject to fluctuations in foreign exchange rates. The Company occasionally uses derivative financial instruments to manage the foreign currency exchange rate risks associated with its foreign-based operations. At December 31, 2011, the Company had no net exposure to any foreign currency forward contracts.

Impact of Inflation

The Company s consolidated financial statements are prepared on a historical cost basis, which does not completely account for the effects of inflation. Material and labor expenses are the Company s primary costs. The average of its materials, including polymers, stainless steel and purchased components, was moderately higher in 2011 compared to 2010. Entegris expects the cost of these materials to increase in 2012. Labor costs, including taxes and fringe benefits rose slightly in 2011 and slightly higher total labor costs can be reasonably anticipated for 2012. The Company s products are sold under contractual arrangements with its large customers and at current market prices to other customers. Consequently, the Company can adjust its selling prices, to the extent allowed by competition and contractual arrangements, to reflect cost increases caused by inflation. However, many of these cost increases may not be recoverable.

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Item 7a. Quantitative and Qualitative Disclosures about Market Risk.

The information required by this item can be found under the subcaption Quantitative and Qualitative Disclosure About Market Risks of Management s Discussion and Analysis of Financial Condition and Results of Operations in Item 7.

Item 8. Financial Statements and Supplementary Data.

The information called for by this item is set forth in the Consolidated Financial Statements covered by the Report of Independent Registered Public Accounting Firm at the end of this report.

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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

This item is not applicable.

Item 9A. Controls and Procedures.

(a) DISCLOSURE CONTROLS AND PROCEDURES

Management evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the Exchange Act)), as of December 31, 2011, the end of the fiscal period covered by this report on Form 10-K. The Securities and Exchange Commission, or SEC, rules define the term disclosure controls and procedures to mean a company s controls and other procedures that are designed to ensure that information required to be disclosed in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in its reports filed under the Exchange Act is accumulated and communicated to the company s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Based on the evaluation of the effectiveness of our disclosure controls and procedures by our management team with the participation of the Chief Executive Officer and the Chief Financial Officer, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission s rules and forms.

(b) MANAGEMENT S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting of the Company. This system of internal financial reporting controls is designed to provide reasonable assurance that assets are safeguarded and transactions are properly recorded and executed in accordance with management s authorization. The design, monitoring and revision of the system of internal financial reporting controls involves, among other things, management s judgments with respect to the relative cost and expected benefits of specific control measures. The effectiveness of the control system is supported by the selection, retention and training of qualified personnel and an organizational structure that provides an appropriate division of responsibility and formalized procedures. The system of internal accounting controls is periodically reviewed and modified in response to changing conditions. Designated Company employees regularly monitor the adequacy and effectiveness of internal accounting controls.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Further, because of changes in conditions, the effectiveness of internal controls over financial reporting may vary over time. Our system contains control-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

Management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that the Company s system of internal control over financial reporting was effective as of December 31, 2011.

KPMG LLP, the independent registered public accounting firm which audited the financial statements included in this annual report, has issued an attestation report on our internal control over financial reporting.

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(c) CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There was no change in the Company s internal control over financial reporting during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, internal controls over financial reporting.

Item 9B. Other Information.

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information called for by this item with respect to registrant s directors, including information relating to the independence of certain directors, identification of the audit committee and the audit committee financial expert, and with respect to corporate governance is set forth under the caption Proposal 1 - Election of Directors and Corporate Governance , respectively, in the Company s definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on May 2, 2012, and to be filed with the Securities and Exchange Commission on or about April 2, 2012, which information is hereby incorporated herein by reference.

The information called for by this item with respect to registrant s compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, is set forth under the caption Section 16(a) Beneficial Ownership Reporting Compliance in the Company s definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on May 2, 2012, and to be filed with the Securities and Exchange Commission on or about April 2, 2012, which information is hereby incorporated herein by reference.

Information called for by this item with respect to registrant s executive officers is set forth under Executive Officers of the Registrant in Item 1 of this report.

At their first meeting following the Merger, on August 10, 2005, our Board of Directors adopted a code of business ethics, The Entegris, Inc. Code of Business Ethics, applicable to all of our executives, directors and employees as well as a set of corporate governance guidelines. The Entegris, Inc. Code of Business Ethics, the Corporate Governance Guidelines and the charters for our Audit & Finance Committee, Governance & Nominating Committee and our Management Development & Compensation Committee all appear on our website at http://www.Entegris.com under Investors Corporate Governance . The Entegris Code of Business Ethics, Corporate Governance Guidelines and committee charters are also available in print to any shareholder that requests a copy. Copies may be obtained by contacting Peter W. Walcott, our Senior Vice President, Secretary and General Counsel through our corporate headquarters. The Company intends to comply with the requirements of Item 5.05 of Form 8-K with respect to any amendment to or waiver of the provisions of the Entegris, Inc. Code of Business Ethics applicable to the registrant s Chief Executive Officer, Chief Financial Officer or Chief Accounting Officer by posting notice of any such amendment or waiver at the same location on our website.

Item 11. Executive Compensation.

The information called for by this item is set forth under the caption Compensation of Executive Officers and Management Development & Compensation Committee Report , respectively, in the Company s definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on May 2, 2012, and to be filed with the Securities and Exchange Commission on or about April 2, 2012, which information is hereby incorporated herein by reference.

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Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Securities Authorized for Issuance Under Equity Compensation Plans:

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	3,560,940	$ 6.53	8,558,048(1)
Equity compensation plans not approved by security holders			
Total	3,560,940	$ 6.53	8,558,048

(1) These shares are available under the 2010 Stock Plan for future issuance for stock options, restricted stock units, performance shares and stock awards in accordance with the terms of the 2010 Stock Plan.

The other information called for by this item is set forth under the caption Ownership of Entegris Common Stock in the Company s definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on May 2, 2012, and to be filed with the Securities and Exchange Commission on or about April 2, 2012, which information is hereby incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information called for by this item with respect to certain transactions and relationships between the registrant and directors, executive officers and five percent stockholders is set forth under the caption Corporate Governance in the Company s definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on May 2, 2012, and to be filed with the Securities and Exchange Commission on or about April 2, 2012, which information is hereby incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

The information called for by this item with respect to the fees paid to and the services performed by the registrant s principal accountant is set forth under the caption Proposal 2 Ratification of Selection of Independent Registered Public Accounting Firm for 2012 in the Company s definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on May 2, 2012, and to be filed with the Securities and Exchange Commission on or about April 2, 2012, which information is hereby incorporated herein by reference.

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PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as a part of this report:

1. **Financial Statements.** The Consolidated Financial Statements listed under Item 8 of this report and in the Index to Consolidated Financial Statements on page F-1 of this report are incorporated by reference herein.

2. **Exhibits.**

A. *The following exhibits are incorporated by reference:*

Reg. S-K Item 601(b) Reference	Document Incorporated	Referenced Document on file with the Commission
(2)	Agreement and Plan of Merger, dated as of March 21, 2005, by and among Entegris, Inc., Mykrolis Corporation and Eagle DE, Inc.	Included as Annex A in the joint proxy statement/prospectus included in S-4 Registration. Statement of Entegris, Inc. and Eagle DE, Inc. (No. 333-124719)
(2)	Agreement and Plan of Merger, dated as of March 21, 2005, by and between Entegris, Inc., and Eagle DE, Inc.	Included as Annex B in the joint proxy statement/prospectus included in S-4 Registration. Statement of Entegris, Inc. and Eagle DE, Inc. (No. 333-124719)
(3)	By-Laws of Entegris, Inc., as amended December 17, 2008	Exhibit 3 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2008
(4)	Form of certificate representing shares of Common Stock, $.01 par value per share	Exhibit 4.1 to Form S-4 Registration Statement of Entegris, Inc. and Eagle DE, Inc. (No. 333-124719)
(4)	Rights Agreement dated July 26, 2005, between Entegris and Wells Fargo Bank, N.A as rights agent	Exhibit 4.1 to Entegris, Inc. (Entegris Minnesota) Current Report on Form 8-K filed with the Securities and Exchange Commission on July 29, 2005
(10)	Entegris, Inc. 2010 Stock Plan, as amended*	Exhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q for the fiscal period ended July 3, 2010
(10)	Entegris, Inc. Outside Directors Stock Option Plan*	Exhibit 10.2 to Entegris, Inc. Registration Statement on Form S-1 (No. 333-33668)
(10)	Entegris, Inc. 2000 Employee Stock Purchase Plan*	Exhibit 10.3 to Entegris, Inc. Registration Statement on Form S-1 (No. 333-33668)
(10)	Amended and Restated Entegris Incentive Plan*	Exhibit 10.1 to Entegris, Inc. Form 10-Q Quarterly Report for the period ended June 28, 2008
(10)	Lease Agreement, dated April 1, 2002 Between Nortel Networks HPOCS Inc. And Mykrolis Corporation, relating to Executive office, R&D and manufacturing facility located at 129 Concord Road Billerica, MA	Exhibit 10.1.3 to Mykrolis Corporation Quarterly Report on Form 10-Q, for the period ended March 31, 2002
(10)	Amended and Restated Employment Agreement, dated as of May 4, 2005, by and between Mykrolis Corporation and Gideon Argov*	Exhibit 10.13 to Mykrolis Corporation s Quarterly Report on Form 10-Q for the quarter ended April 2, 2005

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Reg. S-K Item 601(b) Reference	Document Incorporated	Referenced Document on file with the Commission
(10)	STAT-PRO(R) 3000 and STAT-PRO(R) 3000E Purchase and Supply Agreement between Fluoroware, Inc. and Miller Waste Mills, d/b/a RTP Company, dated April 6, 1998	Exhibit 10.19 to Entegris, Inc. Registration Statement on Form S-1 (No. 333-33668)
(10)	PFA Purchase and Supply Agreement by and between E.I. Du Pont De Nemours and Company and Fluoroware, Inc., dated January 7, 1999, which was made effective retroactively to November 1, 1998, and supplemented by the Assignment and Limited Amendment by and between the same parties and Entegris, Inc., dated as of September 24, 1999	Exhibit 10.21 to Entegris, Inc. Registration Statement on Form S-1 (No. 333-33668)
(10)	Credit Agreement, dated June 9, 2011, among Entegris, Inc., Poco Graphite, Inc., the Lenders (as defined therein) and Wells Fargo Bank, NA, as Administrative Agent.	Exhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q Reportfor the quarter July 2, 2011
(10)	Form of Indemnification Agreement between Entegris, Inc. and each of its executive officers and Directors	Exhibit 10.30 to Entegris, Inc. Annual Report on Form 10- K for the period ended August 27, 2005
(10)	Form of Executive Change of Control Termination Agreement between Entegris, Inc. and each of its executive officers*	Exhibit 10.31 to Entegris, Inc. Annual Report on Form 10-K for the period ended August 27, 2005
(10)	Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.35 to Entegris, Inc. Annual Report on Form 10-K for the period ended August 27, 2005
(10)	Agreement and Plan of Merger and Amendment #1 thereto by and among Entegris, Inc. Entegris Form Acquisition Co. LLC, Poco Graphite, Inc. and Poco Graphite Holdings LLC, dated July 13, 2008	Exhibits 99.1 and 99.2 to Entegris, Inc. Current Report on 8-K, filed with the Securities and Exchange Commission on August 15, 2008
(10)	Severance Protection Agreement, dated July 26, 2011 between Entegris, Inc. and Gregory B. Graves*	Exhibit 10.2 to Entegris, Inc. Quarterly Report on Form 10-Q for the period ended July 2, 2011
(10)	Severance Protection Agreement, dated July 26, 2011 between Entegris, Inc. and Bertrand Loy*	Exhibit 10.3 to Entegris, Inc. Quarterly Report on Form 10-Q for the period ended July 2, 2011
(10)	Trust Agreement between Entegris, Inc. Fidelity Management Trust Company and Entegris Inc. 401(k) Savings and Profit Sharing Plan Trust, dated December 29, 2007.	Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2007
(10)	Entegris, Inc. 2007 Deferred Compensation Plan*	Exhibit 10.2 to Entegris, Inc. Quarterly Report on Form 10-Q for the fiscal period ended June 30, 2007
(10)	Entegris, Inc. Form of 2007 Equity Incentive Award Agreement*	Exhibit 10.4 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2007

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Reg. S-K Item 601(b) Reference	Document Incorporated	Referenced Document on file with the Commission
(10)	Entegris, Inc. Form of 2010 RSU Unit Award Agreement*	Exhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q for the fiscal period ended April 3, 2010
(10)	Entegris, Inc. Form of 2010 Stock Option Award Agreement*	Exhibit 10.2 to Entegris, Inc. Quarterly Report on Form 10-Q for the fiscal period ended April 3, 2010
(10)	Fourth Amended and Restated Membrane Manufacture and Supply Agreement, dated January 10, 2011, by and between Entegris, Inc. and Millipore Corporation.	Exhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q for the fiscal period ended April 2, 2011.
(10)	Amended and Restated Supplemental Executive Retirement Plan for Key Salaried Employees*	Exhibit 10.2 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2008.
(10)	Entegris, Inc. Form of 2008 Equity Incentive Award Agreement*	Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2008.
(10)	2009 RSU Unit Award Agreement	Exhibit 10.1 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	2009 Stock Option Award Agreement*	Exhibit 10.2 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Amendment to Amended and Restated SERP*	Exhibit 10.15 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	First Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Second Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.4 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Third Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.5 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Fourth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.6 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Fifth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.7 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Sixth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.8 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

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Reg. S-K Item 601(b) Reference	Document Incorporated	Referenced Document on file with the Commission
(10)	Seventh Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.9 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Eighth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.10 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Ninth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.11 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Tenth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.12 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Eleventh Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.13 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Twelfth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.14 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
(10)	Thirteenth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*	Exhibit 10.1 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

* A management contract or compensatory plan

B. *The Company hereby files as exhibits to this Annual Report on Form 10-K the following documents:*

Reg. S-K Item 601(b) Reference	Exhibit No.	Documents Filed Herewith
(3)	3.1	Amended and Restated Certificate of Incorporation of Entegris, Inc., as amended
(10)	10.1	Fourteenth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*
(21)	21	Subsidiaries of Entegris, Inc.
(23)	23	Consent of Independent Registered Public Accounting Firm
(24)	24	Power of Attorney by the Directors of Entegris, Inc.
(31)	31.1	Certification required by Rule 13a-14(a) in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
(31)	31.2	Certification required by Rule 13a-14(a) in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
(32)	32.1	Certification required by Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(32)	32.2	Certification required by Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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Reg. S-K Item 601(b) Reference	Exhibit No.	Documents Filed Herewith
(101)	101.1	Interactive data files pursuant to Rule 405 of Regulation S-T, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets at December 31, 2011 and 2010, (ii) the Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009, (iii) Consolidated Statements of Equity and Comprehensive Income for the years ended December 31, 2011, 2010 and 2009, (iv) the Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009 and (v) the notes to the Consolidated Financial Statements.**

* A management contract or compensatory plan

** In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise is not subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENTEGRIS, INC.

Dated: February 24, 2012

By /s/ Gideon Argov
Gideon Argov
President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Gideon Argov **Gideon Argov**	President, Chief Executive Officer and Director (Principal executive officer)	February 24, 2012
/s/ Gregory B. Graves **Gregory B. Graves**	Executive Vice President, Chief Financial Officer & Treasurer (Principal financial officer)	February 24, 2012
/s/ Lynn Blake **Lynn Blake**	Vice President of Finance, Chief Accounting Officer (Principal accounting officer)	February 24, 2012
Paul L.H. Olson* **Paul L.H. Olson**	Director, Chairman of the Board	February 24, 2012
Michael A. Bradley* **Michael A. Bradley**	Director	February 24, 2012
Marvin D. Burkett* **Marvin D. Burkett**	Director	February 24, 2012
R. Nicholas Burns* **R. Nicholas Burns**	Director	February 24, 2012
Daniel W. Christman* **Daniel W. Christman**	Director	February 24, 2012
Roger D. McDaniel * **Roger D. McDaniel**	Director	February 24, 2012

BRIAN F. SULLIVAN*	Director	February 24, 2012

Brian F. Sullivan

*By /s/ PETER W. WALCOTT
Peter W. Walcott, Attorney-in-Fact

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EXHIBIT INDEX

Reg. S-K Item 601(b) Reference	Exhibit No.	Documents Filed Herewith
(3)	3.1	Amended and Restated Certificate of Incorporation of Entegris, Inc., as amended
(10)	10.1	Fourteenth Amendment to Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement)*
(21)	21	Subsidiaries of Entegris, Inc.
(23)	23	Consent of Independent Registered Public Accounting Firm
(24)	24	Power of Attorney by the Directors of Entegris, Inc.
(31)	31.1	Certification required by Rule 13a-14(a) in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
(31)	31.2	Certification required by Rule 13a-14(a) in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
(32)	32.1	Certification required by Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(32)	32.2	Certification required by Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(101)	101.1	Interactive data files pursuant to Rule 405 of Regulation S-T, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets at December 31, 2011 and 2010, (ii) the Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009, (iii) Consolidated Statements of Equity and Comprehensive Income for the years ended December 31, 2011, 2010 and 2009, (iv) the Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009 and (v) the notes to the Consolidated Financial Statements.**

* A management contract or compensatory plan

** In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise is not subject to liability under those sections.

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ENTEGRIS, INC.

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Consolidated Statements of Equity and Comprehensive Income (Loss) for the years ended December 31, 2011, 2010 and 2009	F-5
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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Entegris, Inc.:

We have audited the accompanying consolidated balance sheets of Entegris, Inc. and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2011. We also have audited Entegris, Inc. s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Entegris, Inc. s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A.(b) *Management s Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Entegris, Inc. and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Entegris, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG LLP

Minneapolis, Minnesota

February 24, 2012

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ENTEGRIS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)	December 31, 2011	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 273,593	$ 133,954
Trade accounts and notes receivable, net	107,223	124,732
Inventories	93,937	101,043
Deferred tax assets, deferred tax charges and refundable income taxes	15,805	11,484
Assets held for sale	5,998	8,182
Other current assets	6,443	7,696
Total current assets	502,999	387,091
Property, plant and equipment, net	130,554	126,725
Other assets:		
Investments	3,831	7,017
Intangible assets, net	56,453	65,087
Deferred tax assets and other noncurrent tax assets	25,119	10,855
Other	5,707	4,610
Total assets	$ 724,663	$ 601,385
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 30,609	$ 34,631
Accrued payroll and related benefits	30,887	41,392
Other accrued liabilities	16,954	18,111
Deferred tax liabilities and income taxes payable	14,144	13,500
Total current liabilities	92,594	107,634
Pension benefit obligations and other liabilities	19,868	24,761
Deferred tax liabilities and other noncurrent tax liabilities	3,963	4,977
Commitments and contingent liabilities		
Equity:		
Preferred stock, par value $.01; 5,000,000 shares authorized; none issued and outstanding as of December 31, 2011 and 2010		
Common stock, par value $.01; 400,000,000 shares authorized; issued and outstanding shares: 135,820,588 and 132,900,904	1,358	1,329
Additional paid-in capital	788,673	765,867
Retained deficit	(225,766)	(349,612)
Accumulated other comprehensive income	43,973	42,035
Total Entegris, Inc. shareholders equity	608,238	459,619
Noncontrolling interest		4,394
Total equity	608,238	464,013

Total liabilities and equity	$ 724,663	$ 601,385

See the accompanying notes to consolidated financial statements.

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ENTEGRIS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)	Year ended December 31, 2011	Year ended December 31, 2010	Year ended December 31, 2009
Net sales	$ 749,259	$ 688,416	$ 398,644
Cost of sales	423,329	377,773	260,832
Gross profit	325,930	310,643	137,812
Selling, general and administrative expenses	140,847	147,051	117,001
Engineering, research and development expenses	47,980	43,934	35,039
Amortization of intangible assets	10,225	13,231	19,237
Restructuring charges			15,463
Operating income (loss)	126,878	106,427	(48,928)
Interest expense	886	3,598	9,440
Interest income	(227)	(82)	(225)
Other (income) expense, net	(1,745)	1,430	1,745
Income (loss) before income taxes and equity in net loss of affiliates	127,964	101,481	(59,888)
Income tax expense (benefit)	4,217	15,006	(2,996)
Equity in net (income) loss of affiliates	(499)	1,353	867
Net income (loss)	124,246	85,122	(57,759)
Less net income (loss) attributable to the noncontrolling interest	400	766	(38)
Net income (loss) attributable to Entegris, Inc.	$ 123,846	$ 84,356	$ (57,721)
Amounts attributable to Entegris, Inc.:			
Basic net income (loss) per common share	$ 0.92	$ 0.64	$ (0.49)
Diluted net income (loss) per common share	$ 0.91	$ 0.63	$ (0.49)
Weighted shares outstanding			
Basic	134,685	131,685	117,321
Diluted	136,223	133,174	117,321

See the accompanying notes to consolidated financial statements.

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ENTEGRIS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY AND COMPREHENSIVE INCOME (LOSS)

	Common shares outstanding	Common stock	Additional paid-in capital	Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Noncontrolling interest	Total	Entegris, Inc. shareholders comprehensive income (loss)	Noncontrolling interest s comprehensive income
(In thousands)									
Balance at December 31, 2008	113,102	$ 1,131	$ 684,974	$ (376,247)	$ 26,312	$	$ 336,170		
Shares issued under stock plans	841	8	1,272				1,280		
Shares issued under stock offering	16,100	161	56,477				56,638		
Share-based compensation expense			8,102				8,102		
Tax benefit associated with stock plans			535				535		
Recognition of noncontrolling interest upon acquisition of business						3,246	3,246		
Pension liability adjustment					(352)		(352)	(352)	
Reclassification of foreign currency translation associated with acquisition of business					756		756	756	
Foreign currency translation					784	257	1,041	784	257
Net loss				(57,721)		(38)	(57,759)	(57,721)	(38)
Total comprehensive (loss) income								$(56,533)	$ 219
Balance at December 31, 2009	130,043	$ 1,300	$ 751,360	$ (433,968)	$ 27,500	$ 3,465	$ 349,657		
Shares issued under stock plans	2,858	29	6,770				6,799		
Share-based compensation expense			7,588				7,588		
Tax benefit associated with stock plans			149				149		
Pension liability adjustment					(837)		(837)	(837)	
Foreign currency translation					15,372	163	15,535	15,372	163
Net income				84,356		766	85,122	84,356	766
Total comprehensive income								$ 98,891	$ 929
Balance at December 31, 2010	132,901	$ 1,329	$ 765,867	$ (349,612)	$ 42,035	$ 4,394	$ 464,013		
Shares issued under stock plans	2,920	29	11,661				11,690		
Share-based compensation expense			7,519				7,519		
Tax benefit associated with stock plans			657				657		
Purchase of noncontrolling interest			2,969		562	(5,014)	(1,483)		
Pension liability adjustment					2,386		2,386	2,386	
Reclassification of cumulative translation adjustment associated with sale of equity method investee					(1,715)		(1,715)	(1,715)	
Foreign currency translation					705	220	925	705	220
Net income				123,846		400	124,246	123,846	400

Total comprehensive income									$ 125,222	$ 620
Balance at December 31, 2011	135,821	$ 1,358	$ 788,673	$ (225,766)	$ 43,973	$	$ 608,238			

(Continued)

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ENTEGRIS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY AND COMPREHENSIVE INCOME (LOSS)

The accumulated balances for each component of accumulated other comprehensive income (loss) are as follows:

(In thousands)	00000000000 **Foreign currency translation**	00000000000 **Minimum pension liability adjustment**	00000000000 **Total accumulated other comprehensive income (loss)**
Balance at December 31, 2008	$ 28,273	$ (1,961)	$ 26,312
Foreign currency translation	784		784
Minimum pension liability adjustment, net of tax expense of $183		(352)	(352)
Reclassification of foreign currency translation associated with acquisition of business	756		756
Balance at December 31, 2009	$ 29,813	$ (2,313)	$ 27,500
Foreign currency translation	15,372		15,372
Minimum pension liability adjustment, net of tax expense of $330		(837)	(837)
Balance at December 31, 2010	$ 45,185	$ (3,150)	$ 42,035
Foreign currency translation	705		705
Reclassification of cumulative translation adjustment associated with sale of equity method investee	(1,715)		(1,715)
Purchase of noncontrolling interest	562		562
Minimum pension liability adjustment, net of tax benefit of $1,631		2,386	2,386
Balance at December 31, 2011	$ 44,737	$ (764)	$ 43,973

See the accompanying notes to consolidated financial statements

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ENTEGRIS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Year ended December 31, 2011	Year ended December 31, 2010	Year ended December 31, 2009
Operating activities:			
Net income (loss)	$ 124,246	$ 85,122	$ (57,759)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation	26,839	27,967	30,890
Amortization	10,225	13,231	19,237
Share-based compensation expense	7,519	7,588	8,102
Impairment of equity investments		2,164	1,000
Deferred tax valuation allowance	(41,038)	(13,600)	16,579
Provision for deferred income taxes	21,671	10,647	(18,258)
Charge for fair value mark-up of acquired inventory sold			4,553
Charge for excess and obsolete inventory	3,167	998	4,871
Excess tax benefit from share-based compensation plans	(657)	(149)	
Amortization of debt issuance costs	676	1,731	2,086
Net (income) loss attributable to noncontrolling interest	(400)	(766)	38
Other	(2,245)	(1,302)	2,189
Changes in operating assets and liabilities, net of effects of acquisitions:			
Trade accounts receivable and notes receivable	19,336	(26,789)	(19,203)
Inventories	3,632	(14,285)	10,679
Accounts payable and accrued liabilities	(15,127)	34,860	(1,579)
Other current assets	1,253	(283)	1,662
Income taxes payable and refundable income taxes	(433)	13,243	481
Other	(1,378)	521	(1,375)
Net cash provided by operating activities	157,286	140,898	4,193
Investing activities:			
Acquisition of property and equipment	(30,267)	(16,794)	(13,162)
Other	1,836	4,809	3,319
Net cash used in investing activities	(28,431)	(11,985)	(9,843)
Financing activities:			
Principal payments on short-term borrowings and long-term debt		(259,157)	(799,645)
Proceeds from short-term borrowings and long-term debt		186,649	704,675
Proceeds from stock offering, net of offering costs			56,638
Issuance of common stock from employee stock plans	11,690	6,799	1,280
Other	(826)		(3,638)
Net cash provided by (used in) financing activities	10,864	(65,709)	(40,690)
Effect of exchange rate changes on cash and cash equivalents	(80)	2,050	7
Increase (decrease) in cash and cash equivalents	139,639	65,254	(46,333)
Cash and cash equivalents at beginning of period	133,954	68,700	115,033
Cash and cash equivalents at end of period	$ 273,593	$ 133,954	$ 68,700

Supplemental Cash Flow Information

(In thousands)	Year ended December 31, 2011	Year ended December 31, 2010	Year ended December 31, 2009
Non-cash transactions:			
Equipment purchases in accounts payable	$ 1,372	$ 517	$ 405
Acquisition of a business through the use of a seller s note			$ 3,221
Intangible assets received as partial consideration in sale of equity interest	1,712		
Schedule of interest and income taxes paid:			
Interest paid	$ 210	$ 2,072	$ 7,492
Income taxes, net of refunds received	22,034	3,592	(2,794)

See accompanying notes to consolidated financial statements.

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ENTEGRIS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations Entegris, Inc. (Entegris or the Company) is a leading provider of products and services that purify, protect and transport the critical materials used in key technology-driven industries, primarily the semiconductor and related industries.

Principles of Consolidation The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. Intercompany profits, transactions and balances have been eliminated in consolidation.

Use of Estimates The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, Entegris evaluates its estimates, including those related to receivables, inventories, property, plant and equipment, intangible assets, accrued expenses, income taxes and share-based compensation, among others. Actual results could differ from those estimates.

Concentrations of Suppliers Certain materials included in the Company s products are obtained from a single source or a limited group of suppliers. Although the Company seeks to reduce dependence on those sole and limited source suppliers, the partial or complete loss of these sources could have at least a temporary adverse effect on the Company s results of operations. Furthermore, a significant increase in the price of one or more of these components could adversely affect the Company s results of operations.

Share-based Compensation The Company measures the cost of employee services received in exchange for the award of equity instruments based on the fair value of the award at the date of grant. The cost is recognized over the period during which an employee is required to provide services in exchange for the award. Compensation expense is based on the grant date fair value. Because share-based compensation expense recognized in the consolidated statements of operations for the years ended December 31, 2011, 2010 and 2009 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures which are estimated at the time of grant with such estimates revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Cash and Cash Equivalents Cash and cash equivalents include cash on hand and highly liquid debt securities with original maturities of three months or less, which are valued at cost which approximates fair value.

Allowance for Doubtful Accounts An allowance for uncollectible trade receivables is estimated based on a combination of write-off history, aging analysis and any specific, known troubled accounts.

Inventories Inventories are stated at the lower of cost or market. Cost is generally determined by the first-in, first-out (FIFO) method.

Property, Plant, and Equipment Property, plant and equipment are carried at cost and are depreciated principally on the straight-line method over the estimated useful lives of the assets. When assets are retired or disposed of, the cost and related accumulated depreciation are removed from the accounts, and gains or losses are recognized in the same period. Maintenance and repairs are expensed as incurred; significant additions and improvements are capitalized. Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of asset(s) may not be recoverable based on estimated future undiscounted cash flows. The amount of impairment, if any, is measured as the difference between the net book value and the estimated fair value of the asset(s).

Investments The Company s nonmarketable investments are accounted for under either the cost or equity method of accounting, as appropriate. All nonmarketable investments are periodically reviewed to determine

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whether declines, if any, in fair value below cost basis are other-than-temporary. If the decline in fair value is determined to be other-than-temporary, an impairment loss is recorded and the investment written down to a new cost basis.

Fair Value of Financial Instruments The carrying value of cash equivalents, accounts receivable and accounts payable approximates fair value due to the short maturity of those instruments.

Intangible Assets Amortizable intangible assets include, among other items, patents, unpatented and other developed technology and customer-based intangibles, and are amortized using the straight-line method over their respective estimated useful lives of 3 to 15 years. The Company reviews intangible assets for impairment if changes in circumstances or the occurrence of events suggest the remaining value may not be recoverable.

Derivative Financial Instruments The Company records derivatives as assets or liabilities on the balance sheet and measures such instruments at fair value. Changes in fair value of derivatives are recorded each period in current results of operations or other comprehensive income, depending on whether the derivative is designated as part of a hedge transaction.

The Company periodically enters into forward foreign currency contracts to reduce exposures relating to rate changes in certain foreign currencies. Certain exposures to credit losses related to counterparty nonperformance exist. However, the Company does not anticipate nonperformance by the counterparties since they are large, well-established financial institutions. None of these derivatives is accounted for as a hedge transaction. Accordingly, changes in the fair value of forward foreign currency contracts are recorded as a component of net income. The fair values of the Company s derivative financial instruments are based on prices quoted by financial institutions for these instruments. The Company had no net exposure to any forward contracts at December 31, 2011 and December 31, 2010.

Foreign Currency Translation Assets and liabilities of foreign subsidiaries are translated from foreign currencies into U.S. dollars at period-end exchange rates, and the resulting gains and losses arising from translation of net assets located outside the U.S. are recorded as a cumulative translation adjustment, a component of accumulated other comprehensive income (loss) in the consolidated balance sheets. Income statement amounts are translated at the weighted average exchange rates for the year. Translation adjustments are not adjusted for income taxes as substantially all translation adjustments relate to permanent investments in non-U.S. subsidiaries. Gains and losses resulting from foreign currency transactions are included in other income, net in the consolidated statements of operations.

Revenue Recognition Revenue and the related cost of sales are generally recognized upon shipment of the products. Revenue for product sales is recognized upon delivery, when persuasive evidence of an arrangement exists, when title and risk of loss have been transferred to the customer, collectability is reasonably assured, and pricing is fixed or determinable. Shipping and handling fees related to sales transactions are billed to customers and are recorded as sales revenue.

The Company provides for estimated returns when the revenue is recorded. The Company sells its products throughout the world primarily to companies in the microelectronics industry. The Company performs continuing credit evaluations of its customers and generally does not require collateral. Letters of credit may be required from its customers in certain circumstances. The Company maintains an allowance for doubtful accounts that management believes is adequate to cover losses on trade receivables.

The Company collects various sales and value-added taxes on certain product and service sales that are accounted for on a net basis.

Shipping and handling costs Shipping and handling costs incurred are recorded in cost of sales in the consolidated statements of operations.

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Engineering, research and development expenses Engineering, research and development expenses costs are expensed as incurred.

Income Taxes Deferred income taxes are provided in amounts sufficient to give effect to temporary differences between financial and tax reporting. The Company accounts for tax credits as reductions of income tax expense. The Company utilizes the asset and liability method for computing its deferred income taxes. Under the asset and liability method, deferred tax assets and liabilities are based on the temporary difference between the financial statement and tax basis of assets and liabilities and the enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company has significant amounts of deferred tax assets. Management reviews its deferred tax assets for recoverability on a quarterly basis and assesses the need for valuation allowances. These deferred tax assets are evaluated jurisdictionally, by considering historical levels of income, future reversal of existing taxable temporary differences, taxable income in carryback years where permitted, estimates of future taxable income streams and the impact of tax planning strategies. A valuation allowance is recorded to reduce deferred tax assets when it is determined that it is more likely than not that the Company would not be able to realize all or part of its deferred tax assets based on all available evidence.

The Company s policy for recording interest and penalties associated with audits and unrecognized tax benefits is to record such items as a component of income before taxes. Penalties are recorded in other expense and interest to be paid or received is recorded in interest expense or interest income, respectively, in the statement of operations.

Comprehensive Income (Loss) Comprehensive income (loss) represents the change in equity resulting from items other than shareholder investments and distributions. The Company s foreign currency translation adjustments and minimum pension liability adjustments are included in accumulated other comprehensive income (loss). Comprehensive income (loss) and the components of accumulated other comprehensive income (loss) are presented in the accompanying consolidated statements of equity and comprehensive income (loss).

Recent Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2009-13, *Revenue Recognition* (Accounting Standards Codification (ASC) Topic 605) *Multiple-Deliverable Revenue Arrangements*, *a consensus of the FASB Emerging Issues Task Force.* This guidance modifies the fair value requirements of ASC subtopic 605-25 *Revenue Recognition-Multiple Element Arrangements* by allowing the use of the best estimate of selling price for determining the selling price of a deliverable. A vendor is now required to use its best estimate of the selling price when vendor specific objective evidence or third-party evidence of the selling price cannot be determined. In addition, the residual method of allocating arrangement consideration is no longer permitted. This guidance was effective for the Company in 2011 and did not have a material effect on the Company s consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income,* which requires entities to present reclassification adjustments included in other comprehensive income on the face of the financial statements and allows entities to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. It also eliminates the option for entities to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. For public companies, ASU No. 2011-05 is effective for fiscal years (and interim periods within those years) beginning after December 15, 2011, with earlier adoption permitted. Adoption of this ASU relates to the presentation of financial information and therefore does not have a material effect on the Company s consolidated financial statements.

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Other ASUs issued, but not effective for the Company until after December 31, 2011 are not expected to have a material effect on the Company s consolidated financial statements.

(2) ACQUISITIONS

Acquisition of Pureline Co., Ltd.

In 2007, the Company acquired a 40% ownership interest in Pureline Co., Ltd. (Pureline), a privately held company located in Munmak, South Korea and manufacturer of fluid handling products. The Company accounted for its interest in Pureline under the equity method of accounting. Concurrent with its 2007 investment in Pureline, the Company obtained two options, each to purchase 30% of the remaining outstanding shares of Pureline based upon a multiple of Pureline s calendar 2008 and 2009 adjusted earnings, respectively, by July 31 of the subsequent year.

On July 31, 2009, the Company exercised the first of its options and acquired an additional 30% equity interest in Pureline as described below. As of the date of the exercise, the Company owned a 70% controlling interest in Pureline. Accordingly, the transaction was accounted for under the acquisition method of accounting and the results of operations of Pureline are included in the Company s consolidated financial statements as of and since July 31, 2009. Pureline s sales and operating results for the five months ended December 31, 2009 were not material to the Company s consolidated financial statements.

The exercise price of the option to purchase the additional 30% equity interest was $4.3 million. The Company paid $1.1 million in cash and executed a note to the seller for $3.2 million, payable in installments through April 2010. The addition of Pureline augments the Company s base of business in the semiconductor industry, particularly in the growing South Korean market.

The Company remeasured its previously held equity interest in Pureline at its July 31, 2009 fair value. The July 31, 2009 fair value of the equity interest in Pureline held by the Company before the acquisition date was $4.3 million. Based on the carrying value of the Company s equity interest in Pureline before the business combination, the Company recognized a gain of $0.2 million in earnings. In prior reporting periods, the Company recognized changes in the value of its equity interest in Pureline related to translation adjustments in other comprehensive loss. Accordingly, the $0.8 million recognized previously in other comprehensive loss was reclassified and included in the calculation of the charge to earnings.

In connection with the transaction, the Company measured and recorded the fair value of the 30% noncontrolling interest in Pureline. The fair value of the noncontrolling interest in Pureline at July 31, 2009 was $3.2 million.

The purchase price has been allocated based on the fair values of all of Pureline s assets acquired and liabilities assumed, with the noncontrolling interest associated with the 30% minority interest recognized in the Company s consolidated balance sheet.

The following table summarizes the allocation of the purchase price to the fair values of the assets at the date of acquisition:

(In thousands):	
Accounts receivable, inventory and other assets	$ 5,166
Property, plant and equipment	5,120
Identifiable intangible assets	3,969
Total assets acquired	14,255
Current liabilities	(585)
Long-term liabilities	(80)
Deferred tax liabilities	(1,496)
Total liabilities assumed	(2,161)
Net assets acquired	$ 12,094

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The identifiable intangible assets included tradenames and trademarks, patents and customer relationships with estimated useful lives ranging from 9 to 15 years. The fair value of identifiable intangible assets was determined using various valuation techniques that the Company believes that market participants would use. These methods used a forecast of expected future net cash flows and do not anticipate any revenue or cost synergies. These cash flows are then adjusted to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams, some of which are more certain than others.

The valuation of the Company s previously held equity interest, the 30% noncontrolling interest in Pureline and the identifiable intangible assets was based on the information that was available as of the acquisition date and the expectations and assumptions that have been deemed reasonable by the Company s management.

In performing these valuations, the Company used discounted cash flows and other factors as the best evidence of fair value. The key underlying assumptions of the discounted cash flows were projected revenues, gross margin expectations and operating cost estimates. There are inherent uncertainties and management judgment required in these determinations. No assurance can be given that the underlying assumptions will occur as projected.

The net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed exceeded the sum of the exercise price of the option to purchase the additional 30% equity interest ($4.3 million), the fair value of the equity interest in Pureline held by the Company before the acquisition date ($4.3 million) and the fair value of the noncontrolling interest in Pureline at July 31, 2009 ($3.2 million) by $0.2 million. Accordingly, the Company recognized a bargain purchase gain, classified as Other income in the Company s consolidated statements of operations, of $0.2 million.

During the second quarter ended July 3, 2010, the Company received proceeds of $3.6 million from the South Korean government in connection with eminent domain proceedings whereby the Company relinquished its existing land and building to the government upon the completion of a new facility in South Korea. The new building was completed in the fourth quarter of 2010 and the previously occupied building and land were relinquished in 2011 to the South Korean government.

On April 4, 2011, the Company exercised the second option and purchased the 30% noncontrolling interest in Pureline for $1.5 million. The Company s noncontrolling interest in Pureline was $5.0 million as of the date of the transaction. Accordingly, the Company recorded increases to additional paid-in capital of $3.0 million and accumulated other comprehensive income of $0.6 million in connection with the purchase of the noncontrolling interest. The cash outflow is reflected as a financing activity in the Company s consolidated statements of cash flows.

(3) TRADE ACCOUNTS AND NOTES RECEIVABLE

Trade accounts and notes receivable from customers at December 31, 2011 and 2010 consist of the following:

(In thousands)	2011	2010
Accounts receivable	$ 95,890	$ 107,842
Notes receivable	12,370	18,011
	108,260	125,853
Less allowance for doubtful accounts	1,037	1,121
	$ 107,223	$ 124,732

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(4) INVENTORIES

Inventories at December 31, 2011 and 2010 consist of the following:

(In thousands)	2011	2010
Raw materials	$ 26,385	$ 26,576
Work-in-process	12,258	13,352
Finished goods (a)	54,688	60,453
Supplies	606	662
	$ 93,937	$ 101,043

(a) Includes consignment inventories held by customers for $5,157 and $5,057 at December 31, 2011 and 2010, respectively.

(5) PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment at December 31, 2011 and 2010 consist of the following:

(In thousands)	2011	2010	Estimated useful lives in years
Land	$ 11,548	$ 11,216	
Buildings and improvements	75,603	73,841	5-35
Manufacturing equipment	148,491	135,594	5-10
Molds	72,536	68,857	3-5
Office furniture and equipment	61,064	56,938	3-8
	369,242	346,446	
Less accumulated depreciation	238,688	219,721	
	$ 130,554	$ 126,725	

Depreciation expense for the years ended December 31, 2011, 2010, and 2009, was $26.8 million, $28.0 million, and $30.9 million, respectively.

(6) INVESTMENTS

At December 31, 2011 and 2010, the Company held equity investments totaling $3.8 million and $7.0 million, respectively. These investments all represent interests in privately held companies. Investments representing $1.5 million of the total at December 31, 2011 are accounted for under the equity method of accounting, with the remaining $2.3 million accounted for under the cost method.

During 2011, the Company recorded a gain of $1.5 million on the sale of an equity method investment that was classified within other income, net in the consolidated statements of operations a detailed description of the transaction can be found in Note 14 under the heading Items Measured at Fair Value on a Nonrecurring Basis .

During 2010, the Company determined that one of its investments was partially impaired. The Company recorded an impairment loss of $2.2 million that was classified in equity in net loss of affiliates in the statement of operations. Also in 2010, the Company sold two of its equity investments for $0.9 million. The Company recorded gains of $0.9 million that were classified within other expense, net in the consolidated results of operations.

During 2009, the Company determined that one of its investments was totally impaired and recorded an impairment loss of $1.0 million that was classified within other expense, net in the consolidated results of operations.

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(7) INTANGIBLE ASSETS

Intangible assets at December 31, 2011 and 2010 consist of the following:

	2011			
(In thousands)	Gross carrying amount	Accumulated amortization	Net carrying value	Weighted average life in years
Patents	$ 19,035	$ 17,985	$ 1,050	9.1
Developed technology	76,639	56,524	20,115	7.5
Trademarks and trade names	12,561	5,579	6,982	12.1
Customer relationships	56,630	28,450	28,180	11.1
Other	1,604	1,478	126	9.0
	$ 166,469	$ 110,016	$ 56,453	9.3

	2010			
(In thousands)	Gross carrying amount	Accumulated amortization	Net carrying value	Weighted average life in years
Patents	$ 19,050	$ 17,588	$ 1,462	9.1
Developed technology	74,988	53,348	21,640	7.5
Trademarks and trade names	17,287	9,112	8,175	9.6
Customer relationships	56,647	23,135	33,512	11.1
Other	5,977	5,679	298	5.1
	$ 173,949	$ 108,862	$ 65,087	9.0

Amortization expense was $10.2 million, $13.2 million and $19.2 million in the fiscal years ended December 31, 2011, 2010 and 2009, respectively.

The amortization expense for each of the five succeeding years and thereafter relating to intangible assets currently recorded in the consolidated balance sheets is estimated to be the following at December 31, 2011:

Fiscal year ending December 31	*(In millions)*
2012	$ 9.6
2013	9.0
2014	7.9
2015	5.8
2016	5.8
Thereafter	18.4
	$ 56.5

(8) FINANCING ARRANGEMENTS

On June 9, 2011, the Company entered into a Credit Agreement (Agreement) with Wells Fargo Bank, National Association, as administrative agent, and certain other banks parties thereto.

The Agreement replaced the Company s amended and restated Credit Agreement (Prior Facility) with Wells Fargo Bank, National Association, as agent, and certain other banks party thereto, dated March 2, 2009 and provides for a $30.0 million revolving credit facility maturing June 9, 2014. The Prior Facility provided for a $60.0 million revolving credit facility maturing November 1, 2011. The Company did not have outstanding borrowings under the Prior Facility at the time of termination and has no immediate plans to borrow under the Agreement.

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The financial covenants in the Agreement replace those in the Prior Facility. The Agreement requires that the Company maintain a cash flow leverage ratio of at least 3.0 to 1.0, measured by comparing quarterly total funded debt to EBITDA. At all times the Company and its subsidiaries must maintain minimum cash, cash equivalents and certain other approved investments of at least $25.0 million, with $10.0 million held by the Borrowers with the Agent or its affiliates in bank accounts in the United States. Cash, cash equivalents and investments held by foreign subsidiaries are valued at 65% of the applicable currency value for purposes of these calculations. In addition to the financial metric covenants required under the revolving credit facility, under the terms of the Agreement the Company is restricted from making annual capital expenditures during any fiscal year in excess of $60.0 million. Through December 31, 2011, the Company was in compliance with all applicable debt covenants included in the terms of the Agreement.

Under the terms of the Agreement, the Company may elect that the loans comprising each borrowing bear interest at a rate per annum equal to either (a) the sum of 2.50%, plus the one month LIBOR rate then in effect, for base rate loans (Base Rate Loans); or (b) the sum of 2.50% plus, (i) the one-month LIBOR rate then in effect, (ii) the two-month LIBOR rate then in effect or (iii) the three-month LIBOR rate then in effect, for LIBOR loans (LIBOR Loans). The interest rate on Base Rate Loans will remain the same while such loan is outstanding, while the interest rate for LIBOR Loans will only be effective for the interest period which corresponds to the effective LIBOR rate. LIBOR Loans will convert to Base Rate Loans at the end of an applicable interest period unless the Company requests a new LIBOR Loan. Base Rate Loans may be converted to LIBOR Loans at the Company s option with three days notice to the Agent. In addition, the Company pays a commitment fee of 0.375% on the unborrowed commitments under the Agreement.

The Company has entered into unsecured line of credit agreements, which expire at various dates, with two international commercial banks, which provide for aggregate borrowings of 1.2 billion Japanese yen for its foreign subsidiaries, which is equivalent to $15.5 million as of December 31, 2011. Interest rates for these facilities are based on a factor of the banks reference rates. Borrowings outstanding under international line of credit agreements were none at December 31, 2011 and 2010, respectively.

Interest expense for the years ended December 31, 2011, 2010, and 2009 included $0.7 million, $1.7 million and $2.1 million, respectively, related to the amortization and write-off of capitalized debt issuance costs incurred in connection with the Company s credit agreements.

(9) LEASE COMMITMENTS

As of December 31, 2011, the Company was obligated under noncancellable operating lease agreements for certain sales offices and manufacturing facilities, manufacturing equipment, vehicles, information technology equipment and warehouse space. Future minimum lease payments for noncancellable operating leases with initial or remaining terms in excess of one year are as follows:

Fiscal year ending December 31	*(In thousands)*
2012	$ 6,720
2013	5,274
2014	2,176
2015	907
2016	478
Thereafter	
Total minimum lease payments	$ 15,555

Total rental expense for all equipment and building operating leases for the years ended December 31, 2011, 2010, and 2009, were $10.6 million, $11.9 million and $15.0 million, respectively. Rent expense for the year ended December 31, 2009 included the cost of lease buy-outs associated with the Company s closure of one of its manufacturing facilities in Chaska, Minnesota and were classified as restructuring charges (see Note 10 to the Company s consolidated financial statements).

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(10) RESTRUCTURING COSTS

In connection with business restructuring actions, as well as actions taken in response to the downturn in the semiconductor industry that began during the second half of 2008, the Company incurred employee termination and other costs in 2009.

The Company announced on November 4, 2008 that it would close the larger of its two manufacturing facilities in Chaska, Minnesota and transfer the related production to its other existing facilities. The closure was completed at the end of 2009. The Company s facility in Chaska became available for sale during the fourth quarter ended December 31, 2009 and was classified in assets held for sale at December 31, 2011 and 2010 at a carrying value of $6.0 million.

In the first quarter of 2009, the Company announced workforce reductions in Asia and Japan, which affected approximately 132 positions. In the second quarter of 2009, the Company announced additional global workforce reductions, affecting approximately 100 positions. In connection with the above actions, the Company recorded charges related to employee severance costs of $4.7 million for the year ended December 31, 2009, which were classified as restructuring charges.

For the year ended December 31, 2009, the summary of the Company s costs associated with its restructuring and cost reduction initiatives classified as restructuring charges in the statement of operations was as follows:

(In thousands)	2009
Severance and retention costs	$ 4,713
Costs associated with transfer of production	6,468
Accelerated depreciation expense	1,362
Lease buyouts and other	2,920
Restructuring charges	$ 15,463

(11) INCOME TAXES

Income (loss) before income taxes for the years ended December 31, 2011, 2010 and 2009 was derived from the following sources:

(In thousands)	2011	2010	2009
Domestic	$ 68,839	$ 50,644	$ (43,321)
Foreign	59,125	50,837	(16,567)
Income (loss) before income taxes	$ 127,964	$ 101,481	$ (59,888)

Income tax (benefit) expense for the years ended December 31, 2011, 2010, and 2009 is summarized as follows:

(In thousands)	2011	2010	2009
Current:			
Federal	$ 2,382	$ 2,587	$ (1,061)
State	1,335	662	114
Foreign	17,784	15,292	(370)
	21,501	18,541	(1,317)
Deferred (net of valuation allowance):			
Federal	(19,853)		

State	(647)		
Foreign	3,216	(3,535)	(1,679)
	(17,284)	(3,535)	(1,679)
Income tax expense (benefit)	$ 4,217	$ 15,006	$ (2,996)

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Income tax (benefit) expense differs from the expected amounts based upon the statutory federal tax rates for the years ended December 31, 2011, 2010, and 2009 as follows:

(In thousands)	2011	2010	2009
Expected federal income tax at statutory rate	$ 44,788	$ 35,519	$ (20,961)
State income taxes before valuation allowance, net of federal tax effect	1,013	605	(1,708)
Income (losses) without tax expense (benefit)	(1,357)	215	(1,240)
Effect of foreign source income	1,959	(6,891)	4,009
Valuation allowance	(41,038)	(13,600)	16,579
Other items, net	(1,148)	(842)	325
Income tax expense (benefit)	$ 4,217	$ 15,006	$ (2,996)

As a result of commitments made by the Company related to investments in tangible property and equipment (approximately $50.6 million by December 31, 2011), the establishment of a research and development center in 2006 and certain employment commitments through 2010, income from certain manufacturing activities in Malaysia is exempt from tax for years up through 2015. The income tax benefits attributable to the tax status of this subsidiary are estimated to be none, $6.5 million (5 cents per diluted share), and none for the years ended December 31, 2011, 2010, and 2009, respectively.

The significant components of the Company s deferred tax assets and deferred tax liabilities at December 31, 2011 and 2010 are as follows:

(In thousands)	2011	2010
Deferred tax assets attributable to:		
Accounts receivable	$ 300	$ 349
Inventory	2,789	3,223
Intercompany profit	4,497	3,076
Accruals not currently deductible for tax purposes	10,831	15,250
Net operating loss and credit carryforwards	11,403	25,986
Capital loss carryforward	3,105	3,021
Depreciation	2,961	5,852
Equity compensation	2,280	3,186
Asset impairments	1,021	1,021
Purchased intangibles	339	
Other, net	3,090	2,838
Gross deferred tax assets	42,616	63,802
Valuation allowance	(4,632)	(43,987)
Total deferred tax assets	37,984	19,815
Deferred tax liabilities attributable to:		
Purchased intangible assets		949
Total deferred tax liabilities		949
Net deferred tax assets	$ 37,984	$ 18,866

Deferred tax assets are generally required to be reduced by a valuation allowance if, based on the weight of available positive and negative evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

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As of December 31, 2010, the Company had a U.S. net deferred tax asset position of $44.4 million, which is composed of temporary differences and various credit carry forwards. Management considered the positive and negative evidence for the potential utilization of its U.S. net deferred tax assets. In fiscal 2010, the negative evidence of a cumulative three-year U.S. operating loss and a finite carry forward period for the Company s U.S. foreign tax credits was sufficiently significant to outweigh all identified positive evidence. As a result management concluded that it was more likely than not that the Company would not realize the U.S. net deferred tax asset and thus was required to provide an allowance for a portion of the net deferred tax asset management concluded will not be utilized equal to $43.5 million as of December 31, 2010.

As of December 31, 2011, the Company had a U.S. net deferred tax asset position of $26.2 million. The net deferred tax assets are composed of temporary differences and various credit carryforwards. Management has considered the positive and negative evidence for the potential utilization of its U.S. deferred tax assets based upon the application of ASC 740 and has determined to release the majority of the valuation allowance on the U.S. net deferred tax assets.

In fiscal 2011 the Company had positive evidence of a cumulative three-year U.S. operating income and a projected utilization of the Company s U.S. foreign tax credits, before the end of the carry forward period was significant positive evidence supporting the release of the valuation allowance on U.S. deferred tax assets. Management estimates taxable income of $75.5 million will be necessary to utilize the U.S. deferred tax assets. As a result, it is more likely than not that the Company will realize the U.S. net deferred tax asset and thus the allowance for the majority of the net deferred tax assets was released. Management has estimated that $4.3 million of the U.S. deferred tax assets will not be realized and thus was required to provide an allowance on these deferred tax assets. The realization of deferred tax assets and the release of the valuation allowance in fiscal 2011 resulted in a benefit to tax expense of $40.8 million.

Management believes that is it more likely than not that the benefit from certain state net operating loss carry forwards, state credits, and federal capital loss carry forward will not be realized. In recognition of this risk, management has provided a valuation allowance of $4.3 million on the related deferred tax assets. If the assumptions change and management determines the assets will be realized, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets at December 31, 2011 will be recognized as a reduction of income tax expense.

As of December 31, 2011 and 2010, the Company had a net non-U.S. deferred tax asset position of $11.9 million and $15.4 million, respectively, for which management determined based upon the available evidence a valuation allowance of $0.3 million and $0.5 million as of December 31, 2011 and 2010, respectively, were required against the non-U.S. deferred tax assets. For other non-U.S. jurisdictions, management is relying upon projections of future taxable income to utilize deferred tax assets. Estimated taxable income of $38.1 million will be necessary to utilize the non-U.S. deferred tax assets, of which an estimated $30 million is related to Nihon Entegris KK, the Company s Japanese subsidiary.

At December 31, 2011, there were approximately $285 million of accumulated undistributed earnings of subsidiaries outside the United States that are considered to be reinvested indefinitely. Management has considered its future cash needs and affirms its intention to indefinitely invest such earnings overseas to be utilized for working capital purposes, expansion of existing operations, possible acquisitions and other international items. No U.S. tax has been provided on such earnings. If they were remitted to the Company, applicable U.S. federal and foreign withholding taxes may be partially offset by available foreign tax credits. Management has concluded that it is impracticable to compute the full actual tax impact, but it estimates that $3.6 million of withholding taxes would be incurred if the $285 million were distributed.

At December 31, 2011, the Company had state operating loss carryforwards of approximately $3.8 million, which begin to expire in 2013; foreign tax credit carryforwards of approximately $16.6 million, which begin to expire in 2019; and foreign operating loss carryforwards of $3.0 million, which begin to expire in 2018.

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Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax positions will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that fail to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. The provisions also provide guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties.

Reconciliations of the beginning and ending balances of the total amounts of gross unrecognized tax benefits for the years ended December 31, 2011 and 2010 are as follows:

(In thousands)	2011	2010
Gross unrecognized tax benefits at beginning of year	$ 2,527	$ 4,264
Increases in tax positions for prior years	11	
Decreases in tax positions for prior years		(669)
Increases in tax positions for current year	992	436
Settlements	(291)	(646)
Lapse in statute of limitations	(772)	(858)
Gross unrecognized tax benefits at end of year	$ 2,467	$ 2,527

The total amount of net unrecognized tax benefits that, if recognized, would affect the effective tax rate was $0.5 million at December 31, 2011.

The Company s policy for recording interest and penalties associated with tax audits is to record such items as a component of income before taxes.

Penalties are recorded in other expense or income, and interest paid or received is recorded in interest expense or interest income, respectively, in the consolidated statements of operations. For the years ended December 31, 2011 and 2010, the Company has accrued interest and penalties related to unrecognized tax benefits of $1.0 million and $1.0 million, respectively. Interest and penalties of $(0.0) million, $(0.6) million and $(0.3) million were recognized in the consolidated statements of operations for the years ended December 31, 2011, 2010 and 2009, respectively.

The Company files income tax returns in the U.S. and in various state, local and foreign jurisdictions. The statute of limitations related to the consolidated Federal income tax return is closed for all years up to and including 2007. With respect to foreign jurisdictions, the statute of limitations varies from country to country, with the earliest open year for the Company s major foreign subsidiaries being 2006.

Due to the potential for resolution of a foreign examination and the expiration of various statutes of limitations, it is reasonably possible that the Company s gross unrecognized tax benefit balance may decrease within the next twelve months by approximately $0.7 million.

(12) EQUITY

Equity Offering

On September 16, 2009, the Company issued 16.1 million shares of common stock for $3.80 per share in a registered public offering. The Company received net proceeds of $56.6 million after deducting underwriting fees and other offering costs of $4.5 million.

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Share Repurchase Program

In November 2011, the Company s Board of Directors authorized a repurchase plan under Rule 10b-18 and Rule 10b5-1 to acquire up to $50.0 million of the Company s common stock in accordance with pricing guidelines approved by the Company s Board of Directors.

Share-based Compensation Expense

The Company recognizes compensation expense for all share-based payment awards made to employees and directors based on their estimated fair values on the date of grant. Share-based compensation expense is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. Share-based compensation expense for the years ended December 31, 2011, 2010 and 2009 was $7.5 million, $7.6 million and $8.1 million, respectively.

Employee Stock Plan

At December 31, 2009, the Company had outstanding stock awards under five stock incentive plans: the Entegris, Inc. 1999 Long-Term Incentive and Stock Option Plan; the Entegris, Inc. Outside Directors Option Plan and three former Mykrolis stock option plans assumed by the Company on August 10, 2005; the 2001 Equity Incentive Plan; the 2003 Employment Inducement and Acquisition Stock Option Plan; and the 2001 Non-Employee Director Stock Option Plan. On December 17, 2009, the Company s Board of Directors approved the 2010 Stock Plan, subject to the approval of the Company s stockholders. On May 5, 2010, the stockholders approved the 2010 Stock Plan. The 2010 Stock Plan replaced the above existing plans for future stock awards and stock option grants. Subsequent to the replacement of the prior plans on May 5, 2010, no awards were made under the prior plans, and no future awards will be made under the prior plans.

2010 Stock Plan: The 2010 Stock Plan is a stockholder approved plan that provides for the issuance of stock options and other share-based awards to selected employees, directors, and other individuals or entities who provide services to the Company or its affiliates. The 2010 Stock Plan has a term of ten years. Under the 2010 Stock Plan, the Board of Directors or a committee selected by the Board of Directors will determine for each award, the term, price, number of shares, rate at which each award is exercisable and whether restrictions are imposed on the shares subject to the awards. The exercise price for option awards generally may not be less than the fair market value per share of the underlying common stock on the date granted. The 2010 Stock Plan allows that after December 31, 2009 any stock awards that were awarded from the expired plans mentioned above that are forfeited, expired or otherwise terminate without issuance of such stock award again be available for issuance under the 2010 Stock Plan.

General Option Information

Option activity for the 2010 Stock Plan and predecessor plans for the years ended December 31, 2011, 2010 and 2009 is summarized as follows:

	2011		2010		2009	
(Shares in thousands)	**Number of shares**	**Weighted average exercise price**	**Number of shares**	**Weighted average exercise price**	**Number of shares**	**Weighted average exercise price**
Options outstanding, beginning of year	5,001	$ 6.25	6,663	$ 6.80	6,689	$ 8.30
Granted	511	8.75	746	5.42	1,545	1.13
Exercised	(1,698)	5.95	(1,190)	4.68	(46)	4.80
Canceled	(253)	9.41	(1,218)	10.31	(1,525)	7.67
Options outstanding, end of year	3,561	$ 6.53	5,001	$ 6.25	6,663	$ 6.80
Options exercisable, end of year	2,078	$ 7.53	3,013	$ 8.15	4,595	$ 8.75

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Options outstanding for the Company s stock plans at December 31, 2011 are summarized as follows:

(*Shares in thousands*)	Options outstanding			Options exercisable	
Range of exercise prices	Number outstanding	Weighted average remaining life in years	Weighted-average exercise price	Number exercisable	Weighted average exercise price
$1.13 to $3.08	810	4.1 years	$ 1.18	303	$ 1.21
$4.61 to $7.68	1,295	3.9 years	6.13	830	6.52
$7.69 to $9.22	859	4.6 years	8.62	348	8.42
$9.23 to $15.38	597	1.5 years	11.63	597	11.63
	3,561	3.7 years		2,078	

The weighted average remaining contractual term for options outstanding and exercisable for all plans at December 31, 2011 was 3.7 years and 2.7 years, respectively.

For all plans, the Company had shares available for future grants of 8.6 million shares, 9.5 million shares, and 9.3 million shares at December 31, 2011, 2010 and 2009, respectively.

For all plans, the total pre-tax intrinsic value of stock options exercised during the years ended December 31, 2011 and 2010 was $5.0 million and $2.1 million, respectively. The aggregate intrinsic value, which represents the total pre-tax intrinsic value based on the Company s closing stock price of $8.73 at December 31, 2011, which theoretically could have been received by the option holders had all option holders exercised their options as of that date, was $9.6 million and $4.2 million for options outstanding and options exercisable, respectively.

Employee Stock Purchase Plan

The Company maintains the Entegris, Inc. Employee Stock Purchase Plan (ESPP). A total of 4.0 million common shares are reserved for issuance under the ESPP. The ESPP allows employees to elect, at six-month intervals, to contribute up to 10% of their compensation, subject to certain limitations, to purchase shares of common stock at a discount of 15% from the fair market value on the first day or last day of each six-month period. The Company treats the ESPP as a compensatory plan. As of December 31, 2011, 2.9 million shares had been issued under the ESPP. At December 31, 2011, 1.1 million shares remained available for issuance under the ESPP. Employees purchased 0.4 million shares, 0.4 million shares, and 0.6 million shares, at a weighted-average price of $4.35, $2.88, and $1.90 during the years ended December 31, 2011, 2010 and 2009, respectively.

The table below sets forth the amount of cash received by the Company from the exercise of stock options and employee contributions to the ESPP during the years ended December 31, 2011, 2010 and 2009:

(In millions)	2011	2010	2009
Exercise of stock options and employee contributions to the ESPP	$ 11.7	$ 6.8	$ 1.3

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Restricted Stock Awards

Restricted stock awards are awards of common stock made under the 2010 Stock Plan and predecessor plans that are subject to restrictions on transfer and to a risk of forfeiture if the awardee terminates employment with the Company prior to the lapse of the restrictions. The value of such stock is determined using the market price on the grant date. Compensation expense for restricted stock awards is generally recognized using the straight-line single-option method. A summary of the Company s restricted stock activity for the years ended December 31, 2011, 2010 and 2009 is presented in the following table:

(Shares in thousands)	2011		2010		2009	
	Number of shares	Weighted average grant date fair value	Number of shares	Weighted average grant date fair value	Number of shares	Weighted average grant date fair value
Unvested, beginning of year	2,738	$ 4.43	3,263	$ 3.74	1,551	$ 9.06
Granted	795	8.65	1,205	5.75	2,690	1.92
Vested	(1,087)	5.22	(1,640)	4.04	(851)	7.32
Forfeited	(148)	4.89	(90)	4.11	(127)	6.12
Unvested, end of year	2,298	$ 5.49	2,738	$ 4.43	3,263	$ 3.74

The weighted average remaining contractual term for unvested restricted shares at December 31, 2011 and 2010 was 2.0 years and 2.3 years, respectively.

As of December 31, 2011, the total compensation cost related to unvested stock options and restricted stock awards not yet recognized was $3.0 million and $8.6 million, respectively, that is expected to be recognized over the next 2.6 years on a weighted-average basis.

Valuation and Expense Information

The following table summarizes the allocation of share-based compensation expense related to employee stock options, restricted stock awards and grants under the employee stock purchase plan accounted for under ASC 718 for the years ended December 31, 2011, 2010 and 2009:

(In thousands)	2011	2010	2009
Cost of sales	$ 650	$ 604	$ 704
Engineering, research and development expenses	566	476	482
Selling, general and administrative expenses	6,303	6,523	6,865
Share-based compensation expense	7,519	7,603	8,051
Tax benefit	2,805	2,836	
Share-based compensation expense, net of tax	$ 4,714	$ 4,767	$ 8,051

Stock Options

Share-based payment awards in the form of stock option awards for 0.5 million, 0.7 million and 1.5 million options were granted to employees during the years ended December 31, 2011, 2010, and 2009. Compensation expense is based on the grant date fair value estimated in accordance with the provisions of ASC 718. The awards vest annually over a three-year or four-year period and have a contractual term of 7 years. The Company estimates the fair value of stock options using the Black-Scholes valuation model, consistent with the provisions of ASC 718. Key inputs and assumptions used to estimate the fair value of stock options include the grant price of the award, the expected option term, volatility of the Company s stock, the risk-free rate and the Company s dividend yield. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of reasonableness of the original estimates of fair value made by the Company.

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The fair value of each stock option grant was estimated at the date of grant using a Black-Scholes option pricing model. The following table presents the weighted-average assumptions used in the valuation and the resulting weighted-average fair value per option granted for the years ended December 31, 2011, 2010 and 2009:

Employee stock options:	2011	2010	2009
Volatility	79.3%	75.2%	53.9%
Risk-free interest rate	1.8%	2.1%	1.6%
Dividend yield	0%	0%	0%
Expected life	4 years	3.9 years	4 years
Weighted average fair value per option	$ 5.14	$ 3.25	$ 0.48

A historical daily measurement of volatility is determined based on the expected life of the option granted. The risk-free interest rate is determined by reference to the yield on an outstanding U.S. Treasury note with a term equal to the expected life of the option granted. Expected life is determined by reference to the Company s historical experience. The Company determines the dividend yield by dividing the expected annual dividend on the Company s stock by the option exercise price.

Shareholder Rights Plan On July 27, 2005, the Company s Board of Directors adopted a shareholder rights plan (the Rights Plan) pursuant to which Entegris declared a dividend on August 8, 2005 to its shareholders of record on that date of one preferred share purchase right (a Right) for each share of Entegris common stock owned on August 8, 2005 and authorized the issuance of Rights in connection with future issuances of Entegris common stock. Each Right entitles the holder to purchase one-hundredth of a share of a series of preferred stock at an exercise price of $50, subject to adjustment as provided in the Rights Plan. The Rights Plan is designed to protect Entegris shareholders from attempts by others to acquire Entegris on terms or by using tactics that could deny all shareholders the opportunity to realize the full value of their investment. The Rights are attached to the shares of the Company s common stock until certain triggering events specified in the Rights Agreement occur, including, unless approved by the Company s Board of Directors, an acquisition by a person or group of specified levels of beneficial ownership of Entegris common stock or a tender offer for Entegris common stock. Upon the occurrence of any of these triggering events, the Rights authorize the holders to purchase at the then-current exercise price for the Rights, that number of shares of the Company s common stock having a value equal to twice the exercise price. The Rights are redeemable by the Company for $0.01 and will expire on August 8, 2015. One of the events which will trigger the Rights is the acquisition, or commencement of a tender offer, by a person (an Acquiring Person, as defined in the shareholder rights plan), other than Entegris or any of its subsidiaries or employee benefit plans, of 15% or more of the outstanding shares of the Company s common stock. An Acquiring Person may not exercise a Right.

(13) BENEFIT PLANS

401(k) Plan The Company maintains the Entegris, Inc. 401(k) Savings and Profit Sharing Plan (the 401(k) Plan) that qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under the Plan, eligible employees may defer a portion of their pre-tax wages, up to the Internal Revenue Service annual contribution limit. Entegris matches employees contributions to a maximum match of 4% of the employee s eligible wages. During the first quarter of 2009, the Company reduced by one-half its match of employee contributions; later in the quarter the match of employee contributions was eliminated in full for the remainder of the year. The Company s matching contribution was reinstated beginning in January 2010. In addition to the matching contribution, the Company s Board of Directors may, at its discretion, declare a profit sharing contribution as a percentage of eligible wages based on the Company s worldwide operating results. This profit sharing provision was suspended in 2008 and has not been reinstated. The employer profit sharing and matching contribution expense under the Plan was $3.2 million, $2.5 million and $0.4 million in the fiscal years ended December 31, 2011, 2010 and 2009, respectively.

Defined Benefit Plans The employees of the Company s subsidiaries in Japan, Taiwan and Germany are covered in defined benefit pension plans. The Company uses a December 31 measurement date for its pension plans.

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In the third quarter of 2011, the Company s Japan defined benefit pension plan (the Plan) was amended. Under the amendment, employees will no longer accrue benefits under the Plan and instead will participate in a defined contribution arrangement from the date on which their benefits under the Plan were frozen. The Company remeasured the projected benefit obligation and plan assets of the amended plan, which resulted in a $4.7 million reduction in the Company s pension liability. In addition, the Plan s assets of $5.7 million were used to settle a portion of the defined benefit pension liability associated with the plan. The Company s remaining pension liability associated with the Plan is $13.9 million as of December 31, 2011. The Company recognized a curtailment gain of $0.7 million in connection with this amendment in the third quarter of 2011 that is classified within Selling, general, and administrative expenses in the Company s consolidated statements of operations.

The tables below set forth the Company s estimated funded status as of December 31, 2011 and 2010:

(In thousands)	0000000 2011	0000000 2010
Change in benefit obligation:		
Benefit obligation at beginning of period	$ 26,515	$ 21,796
Acquisitions	16	
Service cost	1,268	1,654
Interest cost	290	319
Actuarial losses	(27)	769
Benefits paid	(2,596)	(899)
Curtailments	(4,675)	
Settlements	(5,710)	
Foreign exchange impact	1,283	2,876
Benefit obligation at end of period	16,364	26,515
Change in plan assets:		
Fair value of plan assets at beginning of period	6,040	4,681
Return on plan assets	(36)	(5)
Employer contributions	866	1,153
Benefits paid	(1,133)	(444)
Settlements	(5,511)	
Foreign exchange impact	131	655
Fair value of plan assets at end of period	357	6,040
Funded status:		
Plan assets less than benefit obligation	(16,007)	(20,475)
Net amount recognized	$ (16,007)	$ (20,475)

Amounts recognized in the consolidated balance sheet consist of:

(In thousands)	0000000 2011	0000000 2010
Current liability	$	$ (245)
Noncurrent liability	(16,007)	(20,230)
Accumulated other comprehensive loss, net of taxes	764	3,150

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Amounts recognized in accumulated other comprehensive loss, net of tax consist of:

(In thousands)	0000000 2011	0000000 2010
Net actuarial loss	$ 648	$ 3,765
Prior service cost	295	1,196
Unrecognized transition obligation	(13)	(14)
Gross amount recognized	930	4,947
Deferred income taxes	(166)	(1,797)
Net amount recognized	$ 764	$ 3,150

Information for pension plans with an accumulated benefit obligation in excess of plan assets:

(In thousands)	0000000 2011	0000000 2010
Projected benefit obligation	$ 16,364	$ 26,515
Accumulated benefit obligation	15,280	23,069
Fair value of plan assets	357	6,040

The components of the net periodic benefit cost for the years ended December 31, 2011, 2010 and 2009 are as follows:

(In thousands)	2011	2010	2009
Pension benefits:			
Service cost	$ 1,268	$ 1,654	$ 1,520
Interest cost	290	319	350
Expected return on plan assets	(65)	(76)	(72)
Amortization of prior service cost	126	163	153
Amortization of net transition obligation	(1)	(1)	(1)
Amortization of plan loss	49	247	222
Recognized actuarial net loss	1		
Acquisition	16		
Curtailments	(726)		(71)
Net periodic pension benefit cost	$ 958	$ 2,306	$ 2,101

The estimated amount that will be amortized from accumulated other comprehensive income into net periodic benefit cost in 2012 is as follows:

(In thousands)	
Transition obligation	$ (1)
Prior service cost	18
Net actuarial loss	21
	$ 38

Assumptions used in determining the benefit obligation and net periodic benefit cost for the Company s pension plans for the years ended December 31, 2011, 2010 and 2009 are presented in the following table as weighted-averages:

	2011	2010	2009
Benefit obligations:			
Discount rate	1.40%	1.29%	1.40%
Rate of compensation increase	4.22%	5.23%	5.21%
Net periodic benefit cost:			
Discount rate	1.38%	1.36%	1.74%
Rate of compensation increase	5.14%	5.26%	6.38%
Expected return on plan assets	1.52%	1.53%	1.49%

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The plans expected return on assets as shown above is based on management's expectations of long-term average rates of return to be achieved by the underlying investment portfolios. In establishing this assumption, management considers historical and expected returns for the asset classes in which the plans are invested, as well as current economic and capital market conditions. The discount rate primarily used by the Company is based on market yields at the valuation date on government bonds as well as the estimated maturity of benefit payments.

Plan Assets

At December 31, 2011, the Company s pension plan assets are deposited in Bank of Taiwan in the form of money market funds, where Bank of Taiwan is the assigned funding vehicle for the statutory retirement benefit.

At December 31, 2010, the majority of the Company s pension plan assets were invested in a Japanese insurance company s investment funds, which consist mainly of equity and debt securities. The remaining portion of the Company s plan assets was deposited in Bank of Taiwan, the assigned funding vehicle for the statutory retirement benefit.

The fair value measurements of the Company s pension plan assets at December 31, 2011, by asset category are as follows:

(in thousands) Asset Category	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Taiwan Plan assets (a)	$ 357	$ 357		
	$ 357	$ 357		

(a) This category includes investments in the government of Taiwan's pension fund. The government of Taiwan is responsible for the strategy and allocation of the investment contributions.

The fair value measurements of the Company s pension plan assets at December 31, 2010, by asset category are as follows:

(in thousands) Asset Category	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Japan Plan assets (a)	$ 5,685	$	$ 5,685	
Taiwan Plan assets (b)	355	355		
	$ 6,040	$ 355	$ 5,685	

(a) The Company selects a pre-packaged portfolio pooled investment fund that is conservative. This fund includes investments that are both U.S. and non-U.S. in nature in approximately 51% equities, 39% bonds, and 10% other investments to boost earnings in the medium and long terms, while adopting a flexible hedging approach to reduce risk.

(b) This category includes investments in the government of Taiwan's pension fund. The government of Taiwan is responsible for the strategy and allocation of the investment contributions.

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Cash Flows

The Company expects to make the following contributions and benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

(In thousands)	Contributions	Payments
2012	$ 8	$ 25
2013		23
2014		306
2015		345
2016		229
Years 2017-2021		2,412

(14) FAIR VALUE MEASUREMENTS

Generally accepted accounting principles establish a fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of the fair value hierarchy are as follows:

Level 1 Quoted prices in active markets accessible at the reporting date for identical assets and liabilities.

Level 2 Quoted prices for similar assets or liabilities in active markets. Quoted prices for identical or similar assets and liabilities in markets that are not considered active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 Prices or valuations that require inputs that are significant to the valuation and are unobservable.

A financial instrument s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Financial Assets Measured at Fair Value on a Recurring Basis

The following table presents the Company s financial assets and liabilities that are measured at fair value on a recurring basis at December 31, 2011 and 2010.

	$14,60500	$14,60500	$14,60500	$14,60500	$14,60500	$14,60500	$14,60500	$14,60500
	December 31, 2011				December 31, 2010			
(In thousands)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Cash equivalents								
Commercial paper	$	$ 14,605	$	$ 14,605	$	$	$	$
Money market fund deposits	83,320			83,320	10,075			10,075
Total assets measured and recorded at fair value	$ 83,320	$ 14,605	$	$ 97,925	$ 10,075	$	$	$ 10,075
Liabilities:								
Derivative financial instruments								

Foreign exchange forward contracts	$	$ 491	$	$ 491	$	$	$	$
Total liabilities measured and recorded at fair value	$	$ 491	$	$ 491	$	$	$	$

Items Measured at Fair Value on a Nonrecurring Basis

In the second quarter of 2011, the Company recorded a gain of $1.5 million on the sale of an equity investment that was classified within other income, net in the consolidated statements of operations. The gain comprised two components a $0.2 million loss related to the disposition of the equity interest and a $1.7 million gain

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related to the cumulative translation reclassification adjustment associated with the equity method investee. The carrying value of the investment at the time of the sale was $4.1 million. The Company received assets recorded at fair value of $3.9 million ($1.8 million of cash, $0.4 million of equipment, and $1.7 million of intangible assets) resulting in the $0.2 million loss. The fair value measurement of the intangible assets received was based on valuations involving significant unobservable inputs, generally utilizing the market approach, or Level 3 in the fair value hierarchy.

In 2010, the Company recorded an other-than-temporary impairment of $2.2 million related to an equity investment. The fair value of the investment after impairment was $4.1 million at December 31, 2010 and is classified as a Level 3 investment in the fair value hierarchy. The fair value measurement of the equity investment was based on a valuation involving significant unobservable inputs, generally utilizing the market approach.

In 2009, the Company recorded other-than-temporary impairment of $1.0 million related to an equity investment. The fair value after impairment was zero for the individual investment at December 31, 2009 and is classified as Level 3 investments in the fair value hierarchy. The fair value measurements of the Company s equity investments are based on valuations involving significant unobservable inputs, generally utilizing the market approach.

The fair value measurements of the assets acquired and liabilities assumed in the acquisition of Pureline as described in Note 2 to the consolidated financial statements were generally based on valuations involving significant unobservable inputs, or Level 3 in the fair value hierarchy.

(15) EARNINGS (LOSS) PER SHARE (EPS)

Basic EPS is computed by dividing net income (loss) attributable to Entegris, Inc. by the weighted average number of shares of common stock outstanding during each period. The following table presents a reconciliation of the share amounts used in the computation of basic and diluted earnings per share

(In thousands)	2011	2010	2009
Basic earnings (loss) per share Weighted common shares outstanding	134,685	131,685	117,321
Weighted common shares assumed upon exercise of options and vesting of restricted stock units	1,538	1,489	
Diluted earnings (loss) per share Weighted common shares outstanding	136,223	133,174	117,321

We excluded the following shares underlying stock-based awards from the calculations of diluted EPS because their inclusion would have been anti-dilutive for the years ended December 31, 2011, 2010 and 2009:

(In millions)	2011	2010	2009
Shares excluded from calculations of diluted EPS	1.5	3.8	6.3

(16) SEGMENT INFORMATION

The Company s financial reporting segments are: Contamination Control Solutions (CCS), Microenvironments (ME), and Specialty Materials (SMD).

CCS: provides a wide range of products and subsystems that purify, monitor and deliver critical liquids and gases used in the semiconductor manufacturing process.

ME: provides products that protect wafers, reticles and electronic components at various stages of transport, processing and storage.

SMD: provides specialized graphite components used in semiconductor equipment and offers low-temperature, plasma-enhanced chemical vapor deposition coatings of critical components of semiconductor manufacturing equipment used in various stages of the manufacturing process.

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Intersegment sales are not significant. Corporate assets consist primarily of cash and cash equivalents, short-term investments, assets held for sale, investments, deferred tax assets and deferred tax charges.

Segment profit is defined as net sales less direct segment operating expenses, excluding certain unallocated expenses, consisting mainly of general and administrative costs for the Company s human resources, finance and information technology functions, as well as amortization of intangible assets, charges for the fair market value write-up of acquired inventory sold and restructuring charges before interest expense, income taxes and equity in earnings of affiliates.

Beginning in 2011, the Company changed its management reporting structure for a particular department. The expenses of this department, consisting mainly of engineering, research and development expenses, are now included in the determination of ME s segment profit. These expenses had previously been included in the determination of SMD s segment profit. Accordingly, the Company has adjusted the corresponding items of segment information for 2010 and 2009.

Summarized financial information for the Company s reportable segments is shown in the following table:

(In thousands)	2011	2010	2009
Net sales:			
CCS	$ 483,958	$ 435,858	$ 241,163
ME	182,150	182,485	111,465
SMD	83,151	70,073	46,016
Total net sales	$ 749,259	$ 688,416	$ 398,644

(In thousands)	2011	2010	2009
Segment profit:			
CCS	$ 140,313	$ 122,891	$ 29,118
ME	29,959	38,930	2,153
SMD	18,255	11,080	4,257
Total segment profit	$ 188,527	$ 172,901	$ 35,528

(In thousands)	2011	2010	2009
Total assets:			
CCS	$ 213,477	$ 222,015	$ 194,051
ME	89,642	95,999	84,782
SMD	94,191	108,872	120,377
Corporate	327,353	174,499	105,462
Total assets	$ 724,663	$ 601,385	$ 504,672

(In thousands)	2011	2010	2009
Depreciation and amortization:			
CCS	$ 15,682	$ 18,632	$ 22,325
ME	7,859	7,781	10,093
SMD	10,694	11,113	11,929
Corporate	2,829	3,672	5,780
Total depreciation and amortization	$ 37,064	$ 41,198	$ 50,127

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(In thousands)	2011	2010	2009
Capital expenditures:			
CCS	$ 16,170	$ 11,043	$ 7,818
ME	8,618	2,175	3,406
SMD	3,039	1,368	459
Corporate	2,440	2,208	1,479
Total capital expenditures	$ 30,267	$ 16,794	$ 13,162

The following table reconciles total segment profit to operating income:

(In thousands)	2011	2010	2009
Total segment profit	$ 188,527	$ 172,901	$ 35,528
Amortization of intangibles	(10,225)	(13,231)	(19,237)
Restructuring charges			(15,463)
Charge for fair value mark-up of acquired inventory sold			(4,553)
Unallocated general and administrative expenses	(51,424)	(53,243)	(45,203)
Operating income (loss)	$ 126,878	$ 106,427	$ (48,928)

The following table presents amortization of intangibles, restructuring charges and charges for fair value mark-up of acquired inventory sold for each of the Company s segments for the years ended December 31, 2011, 2010 and 2009:

(In thousands)	2011	2010	2009
Amortization of intangibles:			
CCS	$ 4,588	$ 7,553	$ 13,201
ME	406	416	647
SMD	5,231	5,262	5,389
	$ 10,225	$ 13,231	$ 19,237

(In thousands)	2011	2010	2009
Restructuring charges:			
CCS	$	$	$ 2,713
ME			7,375
SMD			299
Corporate			5,076
	$	$	$ 15,463

(In thousands)	2011	2010	2009
Charge for fair value mark-up of acquired inventory sold:			
CCS	$	$	$ 488
SMD			4,065
	$	$	$ 4,553

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The following table summarizes total net sales, based upon the country to which sales to external customers were made for the years ended December 31, 2011, 2010 and 2009:

(In thousands)	**2011**	**2010**	**2009**
Net sales:			
United States	$ 213,671	$ 193,408	$ 114,009
Japan	140,657	125,372	74,214
Germany	33,020	27,879	13,331
Taiwan	116,007	109,667	64,907
Singapore	28,337	31,432	16,614
South Korea	76,888	64,514	30,960
China	40,080	44,855	19,332
Other	100,599	91,289	65,277
	$ 749,259	$ 688,416	$ 398,644

The following table summarizes property, plant and equipment attributed to significant countries for the years ended December 31, 2011, 2010 and 2009:

(In thousands)	**2011**	**2010**	**2009**
Property, plant and equipment:			
United States	$ 59,444	$ 60,337	$ 69,652
Japan	29,295	28,986	27,817
Malaysia	30,328	26,349	26,204
Other	11,487	11,053	11,758
	$ 130,554	$ 126,725	$ 135,431

In the years ended December 31, 2011, 2010 and 2009, no single customer accounted for ten percent or more of net sales.

(17) COMMITMENTS AND CONTINGENT LIABILITIES

The Company is subject to various claims, legal actions, and complaints arising in the ordinary course of business. The Company believes the final outcome of these matters will not have a material adverse effect on its consolidated financial statements. The Company expenses legal costs as incurred.

(18) QUARTERLY INFORMATION-UNAUDITED

	Fiscal quarter ended			
(In thousands, except per share data)	**April 2, 2011**	**July 2, 2011**	**October1, 2011**	**December 31, 2011**
Net sales	$ 203,125	$ 209,198	$ 173,014	$ 163,922
Gross profit	88,345	95,143	74,828	67,614
Net income attributable to Entegris, Inc.	29,175	32,522	21,988	40,161
Basic income per share attributable to Entegris, Inc.	0.22	0.24	0.16	0.30
Diluted income per share attributable to Entegris, Inc.	0.22	0.24	0.16	0.29

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	Fiscal quarter ended			
(In thousands, except per share data)	April 3, 2010	July 3, 2010	October 2, 2010	December 31, 2010
Net sales	$ 160,511	$ 167,575	$ 178,230	$ 182,100
Gross profit	73,151	77,127	79,856	80,509
Net income attributable to Entegris, Inc.	16,550	18,385	22,418	27,003
Basic income per share attributable to Entegris, Inc.	0.13	0.14	0.17	0.20
Diluted income per share attributable to Entegris, Inc.	0.12	0.14	0.17	0.20